

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On April 5, 2013, I caused to be served the documents listed below (i) upon the party listed on Exhibit A hereto via overnight mail, (ii) upon the parties listed on Exhibit B hereto via electronic notification, (iii) upon the party listed on Exhibit C hereto via facsimile, and (iv) upon the party listed on Exhibit D hereto via postage pre-paid U.S. mail:

- 1) Reorganized Debtors' Motion for Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunction and Thirty-Seventh Omnibus Claims Objection Order Against James Sumpter, as Plaintiff, in Federal Court ERISA Action; and (II) Directing James Sumpter to Dismiss Federal Court ERISA Action Against the Reorganized Debtors and the Reorganized Debtors Life & Disability Benefits Program ("Sumpter ERISA Injunction Motion") (Docket No. 22040) [a copy of which is attached hereto as Exhibit E]

- 2) Notice of Reorganized Debtors' Motion for Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunction and Thirty-Seventh Omnibus Claims Objection Order Against James Sumpter, as Plaintiff, in Federal Court ERISA Action; and (II) Directing James Sumpter to Dismiss Federal Court ERISA Action Against the Reorganized Debtors and the Reorganized Debtors' Life & Disability Benefits Program (Docket No. 22041) [a copy of which is attached hereto as Exhibit F]

Dated: April 10, 2013

/s/ Darlene Calderon

Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 10th day of April, 2013, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Vanessa R. Quiñones

Commission Expires: 10/20/15

EXHIBIT A

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DPH Holdings Corp.
Special Parties

Company	Address1	City	State	Zip
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EXHIBIT B

Post-Emergence Master Service List

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EXHIBIT C

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EXHIBIT D

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EXHIBIT E

Hearing Date: April 25, 2013 at 10 a.m. (EDT)
Response Date: April 18, 2013

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re)	
)	Chapter 11
DPH HOLDINGS CORP., <i>et al.</i> ,)	
)	Case No. 05-44481 (RDD)
)	Jointly Administered
Reorganized Debtors.)	

**REORGANIZED DEBTORS' MOTION FOR ORDER
(I) ENFORCING MODIFICATION PROCEDURES ORDER,
MODIFIED PLAN AND PLAN MODIFICATION ORDER INJUNCTION
AND THIRTY-SEVENTH OMNIBUS CLAIMS OBJECTION ORDER
AGAINST JAMES SUMPTER, AS PLAINTIFF, IN FEDERAL COURT ERISA
ACTION; AND (II) DIRECTING JAMES SUMPTER TO DISMISS FEDERAL COURT
ERISA ACTION AGAINST THE REORGANIZED DEBTORS AND
THE REORGANIZED DEBTORS' LIFE & DISABILITY BENEFITS PROGRAM**

(“SUMPTER ERISA INJUNCTION MOTION”)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”), successors to Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), bring this motion (the “Motion”) for an order (i) enforcing against James B. Sumpter (“Mr. Sumpter”), Plaintiff in an ERISA action filed in the United States District Court for the Southern District of Indiana, Indianapolis

Division, Case No. 1:13-cv-0347 TWP-DKL (the “District Court Action”), the June 16, 2009 Modification Procedures Order, the Modified Plan, the July 30, 2009 Modification Approval Order, and the December 2, 2009 Sumpter Claim Expungement Order (all as defined below) and (ii) directing Mr. Sumpter to dismiss the District Court Action against the Debtors and the DPH Life & Disability Program to recover upon claims that have been barred, discharged and expunged in these chapter 11 cases.

OVERVIEW

1. As this Court is well aware, over the past three years Mr. Sumpter, in a *pro se* capacity, has filed a series of unwarranted claims, motions and appeals against the Reorganized Debtors, including, but not limited to (a) a Vesting Motion Regarding Extended Disability Benefits for Salaried Employees and Salaried Retirees (Docket No. 21680); (b) an Expedited Request for Preliminary Injunction to Prohibit DPHH from Terminating Salaried Disability Plan (Docket No. 21867); (c) an Amended Motion for Recoupment on Behalf of Delphi Salaried Retirees (Docket No. 21566); and (d) an Expedited Motion to Enforce COBRA Benefits for Salaried Retirees and Motion for COBRA Settlements (Docket No. 18366). All of these claims, motions and appeals have been denied or dismissed.

2. Despite the significant dollars incurred by the Reorganized Debtors in having to defend against such meritless claims, the Court has been exceedingly generous and patient with Mr. Sumpter, but not without admonishing him to forgo future actions that are not based on a “good faith real argument.” See ***Exhibit 1, September 22, 2011 Hearing Transcript, p. 23.*** During the September 22, 2011 hearing, this Court issued the following warning to Mr. Sumpter regarding any future claims or actions:

The debtors have their rights under – in matters before this Court – Bankruptcy Rule 9011, in matters in the federal district court or

other federal courts under Civil Procedure 11 and in their corollaries under the various state court procedures for bringing frivolous or bad faith claims. ***And Mr. Sumpter is duly warned that notwithstanding his pro se status, he is on clear notice that future motions in violation of the – or other litigation in violation of the plan modification order or this Court’s prior orders or the Delphi debtors’ discharge under their Chapter 11 plan should merit the imposition of sanctions. A[nd] the debtors can certainly use this transcript in that regard if such litigation is commenced outside of this court. Id.*** (emphasis added).

3. This Court granted the Reorganized Debtors’ request for an order barring Mr. Sumpter from further litigation regarding issues previously adjudicated. *See Order Denying James B. Sumpter’s Expedited Request for Preliminary Injunction to Prohibit DPH From Terminating Salaried Disability Plan (Docket No. 21877) and Order Denying James B. Sumpter’s Vesting Motion Regarding Extended Disability Benefits For Salaried Employees and Salaried Retirees (Docket No. 21876)*. Despite that directive, the Reorganized Debtors again are confronted with a filing by Mr. Sumpter that involves claims that were already disallowed, time-barred, or discharged in the chapter 11 cases.

4. Specifically, in the District Court Action, as described in greater detail below, Mr. Sumpter seeks virtually the same relief that he previously sought in his Administrative Expense Claim (the “Administrative Expense Claim”) (Docket No. 18620). ***Exhibit 2***. This Court disallowed and expunged Mr. Sumpter’s Administrative Expense Claim in its entirety by an order dated December 2, 2009. *See Exhibit 3, Thirty-Seventh Omnibus Claims Objection Order (Docket No. 19135)*. Despite that order, more than three years after the fact, Mr. Sumpter has filed the District Court Action to recover on the same disallowed claims. *See Exhibit 4, District Court Action Complaint*. Moreover, to the extent Mr. Sumpter argues that the District Court Action asserts new claims that were not previously asserted in his Administrative Expense

Claim, those claims are time-barred and enjoined by this Court's July 30, 2009 Modification Approval Order and the Modified Plan (as defined below).

5. For these reasons, and as discussed more fully below, the Reorganized Debtors now move for an order enforcing the Modification Procedures Order, the Modified Plan, the Plan Modification Order Injunction and the Sumpter Expungement Order against Mr. Sumpter and enjoining him from further prosecuting the District Court Action against the Reorganized Debtors and their Life & Disability Benefits Program.¹

RELEVANT FACTS

6. On October 8 and 14, 2005, Delphi Corporation and certain of its domestic affiliates filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended. On December 10, 2007, the Debtors filed their first amended joint plan of reorganization (the "Plan") and related disclosure statement. On January 25, 2008, this Court entered an order (the "Confirmation Order") confirming the Plan (the "Confirmed Plan"). The Confirmation Order became final on February 4, 2008.

7. On June 16, 2009, the Debtors filed the *First Amended Joint Plan of Reorganization of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified)* (the "Modified Plan"). The Modified Plan made certain modifications to the terms of the Confirmed Plan. To comply with the requirements of 11 U.S.C. §§ 1125 and 1127, on the same date, the Debtors filed a supplement to the disclosure statement (the

¹ The Reorganized Debtors' Life & Disability Benefit Program was terminated in March of 2012, and notice of termination was served on Mr. Sumpter. Regardless, for purposes of this Motion, the Reorganized Debtors submit that Mr. Sumpter should not have an independent cause of action against the benefit program on account of claims that were disallowed, barred, or discharged in the chapter 11 cases.

“Supplement”). In connection with the Debtors’ Modified Plan and the Supplement, the Debtors sought an order from the Bankruptcy Court that, among other things, approved the Supplement as containing adequate information, as defined under Section 1125, authorized the solicitation of votes on the Modified Plan, and established a bar date for the submission of claims asserting administrative expense priority under 11 U.S.C. § 503(b). In connection therewith, and after notice and a hearing, on June 16, 2009, the Bankruptcy Court entered a certain *Order (A)(I) Approving Modifications To Debtors’ First Amended Plan Of Reorganization (As Modified) And Related Disclosures And Voting Procedures And (II) Setting Final Hearing Date To Consider Modifications To Confirmed First Amended Plan Of Reorganization And (B) Setting Administrative Expense Claims Bar Date And Alternative Transaction Hearing Date* (Docket No. 17032) (the “Modification Procedures Order”).

8. Paragraphs 38 and 41 of the Modification Procedures Order provide the following:

[A]ny party that wishes to assert an administrative claim under 11 U.S.C. Section 503(b) for the period from the commencement of these cases through June 1, 2009 shall file a proof of administrative expense (each, an “Administrative Expense Claim Form”) for the purpose of asserting an administrative expense request, including any substantial contribution claims (each, an “Administrative Expense Claim” or “Claim”) against any of the Debtors. July 15, 2009 at 5:00 p.m. prevailing Eastern time shall be the deadline for submitting all Administrative Expense Claims (the “[Initial] Administrative Bar Date”) for the period from the commencement of these cases through June 1, 2009. *Modifications Procedures Order ¶ 38.*

[A]ny party that is required but fails to file a timely Administrative Expense Claim Form shall be forever barred, estopped and enjoined from asserting such claim against the Debtors, and the Debtors and their property shall be forever discharged from any and all indebtedness, liability, or obligation with respect to such claim. *Modifications Procedures Order ¶ 41.*

9. On July 30, 2009, this Court entered its *Order Approving Modifications Under 11 U.S.C. Section 1127(b) to (I) First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession, as Modified and (II) Confirmation Order* (Docket No. 18707) (the “Modification Approval Order”), which confirmed the Debtors’ Modified Plan. On October 6, 2009, the “Effective Date” of the Modified Plan occurred, and the Modified Plan was substantially consummated. On that date, the Debtors emerged from chapter 11 as the Reorganized Debtors.

10. Upon the Effective Date of the Modified Plan, an injunction was imposed. Specifically, the Modified Plan and the Modification Approval Order contain a permanent injunction against, among other things, the commencement or continuation of any action to recover on any claim against the Debtors that arose on or prior to October 6, 2009. Article 11.14 of the Modified Plan provides as follows:

The satisfaction, release, and discharge pursuant to [Article XI of the Modified Plan] shall act as an injunction against any Person commencing or continuing any action, employment of process, or act to collect, offset, or recover any Claim, Interest, or Cause of Action satisfied, released, or discharged under [the Modified] Plan to the fullest extent authorized or provided by the Bankruptcy Code.... *Modified Plan Art. 11.14.*

11. Similarly, paragraph 22 of the Modification Approval Order provides as follows:

[T]he Debtors and all Persons shall be precluded and permanently enjoined on and after the Effective Date from (a) commencing or continuing in any manner any Claim, action, employment of process, or other proceeding of any kind with respect to any Claim, Interest, Cause of Action, or any other right or Claim against the Reorganized Debtors, which they possessed or may possess prior to the Effective Date, (b) the enforcement, attachment, collection, offset, recoupment, or recovery by any manner or means of any judgment, award, decree, order, or otherwise with respect to any Claim, Interest, Cause of Action, or any other right or Claim against the Reorganized Debtors, which they possessed or may possess prior to the Effective Date, (c) creating, perfecting, or

enforcing any encumbrance of any kind with respect to any Claim, Interest, Cause of Action, or any other right or Claim against the Reorganized Debtors, which they possessed or may possess prior to the Effective Date, and (d) asserting any Claims, Interests, or Causes of Action that are satisfied, discharged, released, or subject to exculpation hereby or by the Modified Plan. *Modification Approval Order* ¶ 22.

12. The permanent injunction in the Modified Plan and Modification Approval Order thus prohibit the commencement or continuation of any action to recover on any claim against the Debtors that arose on or prior to October 6, 2009.

13. Furthermore, paragraph 47 of the Modification Approval Order provides in part:

[R]equests for payment of an Administrative [Expense] Claim (other than as set forth in the Modified Plan or otherwise contemplated by the Master Disposition Agreement, i.e. for such claims arising on or after June 1, 2009) must be filed, in substantially the form of the Administrative Claim Request Form attached as Exhibit 10.5 to the Modified Plan, with the Claims Agent and served on counsel for the Debtors and the Creditors' Committee no later than 30 days notice of after the Effective Date is filed on the docket of the Chapter 11 Cases [November 5, 2009]. Any request for payment of an Administrative Claim pursuant to this paragraph that is not timely filed and served shall be disallowed automatically without the need for any objection from the Debtors or the Reorganized Debtors.

14. In compliance with paragraph 47 of the Modification Approval Order, notice of the Effective Date (the "Effective Date Notice") was filed on October 6, 2009 with the Bankruptcy Court (Docket No. 18958). Upon the occurrence of the Effective Date, the bar date for filing Administrative Expense Claims for claims arising on or after June 1, 2009 and prior to the Effective Date was established as November 5, 2009 (the "Final Administrative Expense Bar Date"). Mr. Sumpter was served with notice of the Final Administrative Expense Bar Date (Docket No. 18978). *Exhibit 5*.

MR. SUMPTER'S CLAIMS

15. In his District Court Action Complaint, Mr. Sumpter asserts that he became permanently disabled from his employment at Delphi on December 8, 2000 and, as a result, became entitled to a lump sum life insurance payout (hereinafter “SEDB Payout”) under Delphi’s Life & Disability Benefits Program. He made an initial inquiry regarding the SEDB Payout in December 2003 and submitted this original request for the SEDB Payout in January 2004. *Exhibit 4, Complaint ¶¶ 27-34.* Delphi’s benefits administrator, Metropolitan Life Insurance Company (“Metropolitan Life”), sent Mr. Sumpter a form to fill out, which Mr. Sumpter asserts was incorrect. For more than five years, Mr. Sumpter inexplicably did nothing with his claim until he resubmitted his request on March 12, 2009. *Id.* at ¶¶ 34-37.

16. On March 20, 2009, Metropolitan Life provided Mr. Sumpter with a detailed explanation for its denial of benefits. *Exhibit 6.* Mr. Sumpter subsequently challenged the denial, and on June 3, 2009, the benefit administrator of Metropolitan Life again denied Mr. Sumpter’s claim. *Exhibit 4, Complaint ¶ 38; Exhibit 7.* On June 11, 2009, Mr. Sumpter wrote to Metropolitan Life and demanded that they provide him with all documents reviewed by Metropolitan that formed the basis for their denial. He specifically requested that Metropolitan Life identify the controlling SPD and the date that it was issued. *Exhibit 8.* On July 6, 2009, Mr. Sumpter then informed Metropolitan Life that he was appealing the denial of his claim. *Exhibit 9.*

17. On July 8, 2009, Mr. Sumpter filed his Administrative Expense Claim (Docket No. 18620). *Exhibit 2.* Mr. Sumpter described the claim as a “Life insurance claim, Disability early payout” (*i.e.*, the SEDB Payout). *Id.* at Section 5. As part of his claim, Mr. Sumpter attached his correspondence with Metropolitan Life, as well as an excerpt from a General Motors

Corporation benefits plan description (“GM SPD”).² *Id.* Another attachment to the claim is Mr. Sumpter’s March 12, 2009 letter regarding “Extended Disability and Payout of Basic Life Insurance: James B. Sumpter.” *Id.* In the letter, Mr. Sumpter requested a “payout of [his] Basic life insurance as documented on page 34 of the [GM] SPD (March 1992) that was in effect when [he] became disabled.” He further requested, due to “Delphi’s financial uncertainty”, an immediate full payment of the alleged \$100,000 benefit. *Id.*

18. At Mr. Sumpter’s request, on July 9, 2009 and July 15, 2009, Metropolitan Life representatives sent Mr. Sumpter the requested documents and, again, provided him with a detailed explanation for the denial of benefits. ***Exhibits 10 and 11.***

19. In correspondence dated July 31, 2009, Mr. Sumpter asserted that the controlling SPD was the General Motors 94 SPD. He further asserted that he was told to use the GM 94 SPD. ***Exhibit 12.***

20. On October 15, 2009, the Reorganized Debtors filed their objection to Mr. Sumpter’s Administrative Expense Claim. ***Exhibit 13, Thirty-Seventh Omnibus Claims Objection (Docket No. 18984).*** An Affidavit of Service confirming that Mr. Sumpter was served with the Thirty-Seventh Omnibus Claims Objection was filed with the Court on October 21, 2009 (Docket No. 18997). ***Exhibit 14.***

21. Mr. Sumpter did not file a response to the Reorganized Debtors’ objection.

² According to the District Court Action Complaint, Mr. Sumpter was an employee of Delco Electronics, a division of General Motors, commencing February 5, 1991. ***Exhibit 4 ¶ 19.*** It appears Mr. Sumpter was under the mistaken belief that the GM Life & Disability Benefits Program controlled, even though the Delphi Life & Disability Benefits Program represented an entirely new and separate benefits program following GM’s spin-off of Delphi in 1999.

22. On December 2, 2009 this Court entered an order disallowing and expunging Mr. Sumpter's Administrative Expense Claim in its entirety. See **Exhibit 3**, *Thirty-Seventh Omnibus Claims Objection Order* ("Sumpter Claim Expungement Order") (Docket No. 19135).

23. On December 8, 2009, the Reorganized Debtors served Notice of Entry of the Sumpter Claim Expungement Order on Mr. Sumpter (Docket No. 19155). **Exhibit 15**.

24. Mr. Sumpter did not object to the entry of the Sumpter Claim Expungement Order and did not file a motion for reconsideration or appeal of the order.

25. Mr. Sumpter also did not file an administrative expense claim form for any claim arising between June 1, 2009 and October 6, 2009 pursuant to the Modification Approval Order.

26. On March 4, 2013, more than three years after this Court entered the Sumpter Claim Expungement Order, Mr. Sumpter filed the District Court Action, seeking essentially the same relief that he sought in his expunged and disallowed Administrative Expense Claim or relief that was otherwise barred or discharged under this Court's Modification Procedures Order, the Modification Approval Order, and the Modified Plan.

27. On March 21, 2013, the Reorganized Debtors, through their counsel, notified Mr. Sumpter that the District Court Action is improper because the claims and causes of action were previously disallowed and expunged or are time-barred by the final order of this Court. The Reorganized Debtors requested that Mr. Sumpter dismiss the case or be subject to sanctions under Fed. R. Bankr. P. 9011. **Exhibit 16**. Mr. Sumpter rejected the Reorganized Debtors' request, thus necessitating the filing of this Motion.

JURISDICTION AND VENUE

28. This Court has subject matter jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334 and the Plan Modification Order (Docket No. 18707 ¶ 56). This matter is a core proceeding within the meaning of 28 U.S.C. §157(b). This Court is the proper venue for this matter pursuant to 28 U.S.C. § and 1409.³

APPLICABLE LAW AND LEGAL ARGUMENT

The District Court Action is Barred by the Sumpter Claim Expungement Order, By This Court's Modification Procedures Order, or the Modification Approval Order.

29. For the reasons stated above and more fully below, the Reorganized Debtors are entitled to an order of this Court directing Mr. Sumpter to dismiss the District Court Action because the claims he has asserted in that action were disallowed in their entirety by the Sumpter Claim Expungement Order. Moreover, even if, *arguendo*, Mr. Sumpter's District Court Action claims were not disallowed in their entirety by the Sumpter Claim Expungement Order, the claims are also time-barred pursuant to the Court's Modification Procedures Order or Modification Approval Order because the claims accrued before the Effective Date. "[R]evisiting orders disallowing late-claims contradict[s] the doctrines of res judicata and law of the case" *In re Xpedior Inc.*, 354 B.R. 210, 227 (Bankr. N.D. Ill. 2006).

30. As stated above, this Court's Modification Procedures Order provided, in pertinent part, that July 15, 2009 was the deadline for all creditors holding administrative expense claims for the period from the commencement of the chapter 11 cases in October 2005 through June 1, 2009 to file a claim on an administrative expense claim form. Failure to file a timely administrative expense claim would forever bar, estop and enjoin a creditor from asserting

³ The Reorganized Debtors intend to seek sanctions against Mr. Sumpter pursuant to Fed. R. Bankr. P. 9011.

such a claim against the Debtors, and their property would be forever discharged from such claim.

31. Paragraph 47 of the Modification Approval Order provides, in part, that “requests for payment of an Administrative [Expense] Claim (other than as set forth in the Modified Plan or otherwise contemplated by the Master Disposition Agreement, i.e. for such claims arising on or after June 1, 2009) must be filed, in substantially the form of the Administrative Claim Request Form attached as Exhibit 10.5 to the Modified Plan, with the Claims Agent and served on counsel for the Debtors and the Creditors’ Committee no later than 30 days notice of after the Effective Date is filed on the docket of the Chapter 11 Cases [November 5, 2009]. Any request for payment of an Administrative Claim pursuant to this paragraph that is not timely filed and served shall be disallowed automatically without the need for any objection from the Debtors or the Reorganized Debtors.”

32. Mr. Sumpter filed his Administrative Expense Claim on July 8, 2009. On October 15, 2009, the Reorganized Debtors objected to the claim. Mr. Sumpter did not respond to the objection. On December 2, 2009, this Court entered the Sumpter Claim Expungement Order.

33. Mr. Sumpter never filed a claim pursuant to the Modification Approval Order for claims arising after June 1, 2009 and before October 6, 2009.

34. Mr. Sumpter’s Complaint in the District Court Action asserts five causes of action against the Reorganized Debtors, all of which were previously asserted in his Administrative Expense Claim, and/or were already known by Mr. Sumpter and are therefore time-barred.

35. In his “First Cause of Action, For Failure to Pay Disability Life Insurance Benefit,” Mr. Sumpter claims that he is entitled to SEDB benefits in the form of a \$100,000

Disability Life Insurance Payout. *Exhibit 4, Complaint ¶¶ 7-8*. This is effectively the same request made in his disallowed and expunged Administrative Expense Claim. *Exhibit 2*.

36. In his “Second Cause of Action, For Failure To Meet ERISA Notice Requirement For Distribution Of Summary Plan Description (SDP),” Mr. Sumpter asserts that the Plan Administrator failed to provide the 1996 SPD for the period between July 30, 1997 and November 5, 2009. *Exhibit 4, Complaint ¶ 9*. This claim was also part of Mr. Sumpter’s disallowed and expunged Administrative Expense Claim. Specifically, Mr. Sumpter attached (as page 10) a June 3, 2009 letter that he sent to Metropolitan Life. In the letter, Mr. Sumpter demands copies of the SPD upon which Metropolitan Life relied. *Exhibit 2*.

37. Similarly, in the “Third Cause of Action, For Failure to Meet ERISA Noticing Requirement for Distribution of Summary of Material Modification”, Mr. Sumpter asserts that the Plan Administrator failed to provide the Summary of Material Modification (“SMM”) for the period between July 30, 1995 and November 5, 2009. *Exhibit 4, Complaint ¶ 10*. This claim was also part of Mr. Sumpter’s disallowed and expunged Administrative Expense Claim. In the June 3, 2009 letter referenced above, Mr. Sumpter requested a “copy of all documentation, records and all other information related to [his] claim and [Metropolitan Life’s] decision.” *Exhibit 2*.

38. Notwithstanding the fact that Mr. Sumpter’s claim accrued in 2004 (the date when he first made a claim) within the definition of 11 U.S.C. § 101(5)⁴ and therefore was covered by

⁴ The Bankruptcy Code defines “Claim” to mean (A) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, disputed, undisputed, legal, equitable, secured or unsecured; or (B) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. 11 U.S.C. § 101(5). The Second Circuit has recognized that the definition of a claim is intentionally broad to enable all the obligations of a debtor to be

the Modification Procedures Order, Mr. Sumpter did not timely file an Administrative Expense Claim Form based on his alleged failure to receive SPD and SMM documents by the Administrative Claim Bar Date. By operation of the Modification Procedures Order, Mr. Sumpter's claims became forever barred, thereby estopping and enjoining them from asserting the new claims against the Debtors or their property. In addition, this Court's Plan Modification Order, which confirmed the Modified Plan, discharged, among other things, all Claims and Causes of Action, whether known or unknown, against the Reorganized Debtors and permanently enjoined all Persons (as that term is defined in the Plan) from, among other things, "commencing . . . in any manner any Claim, Interest, Cause of Action or any other right or Claim against the Reorganized Debtors, which they possessed or may possess prior to the Effective Date" of the Plan (the "Plan Injunction"). See ¶¶ 20 and 22 of Plan Modification Order.

39. In his "Fourth Cause of Action, For Failure To Meet ERISA Claim Procedure Noticing Requirements," Mr. Sumpter alleges that "DPHH failed to provide a timely response to Plaintiff's first appeal of its adverse decision" *Exhibit 4, Complaint ¶ 11*. The required response time is forty-five days. *Id.* Once again, this is an allegation that was part of Mr. Sumpter's disallowed and expunged Administrative Expense Claim. Attached to his claim are two letters, one from Metropolitan Life (page 8) and the other from Mr. Sumpter (page 11), both discussing Mr. Sumpter's appeal. *Exhibit 2*. This Court's Plan Modification Order, which confirmed the Modified Plan, discharged, among other things, all Claims and Causes of Action,

treated in a bankruptcy case, no matter how remote or contingent, to give the debtor the broadest relief possible in the bankruptcy court. See *In re Chateaugay Corp.*, 944 F.2d 997, 1003 (2d Cir. 1991). In addition, the Second Circuit in *Chateaugay* wrote, "[a] claim exists only if before the filing of the bankruptcy petition, the relationship between the debtor and the creditor contained all of the elements necessary to give rise to a legal obligation—'a right to payment'—under the relevant non-dash bankruptcy law." *Id.* at 497. Mr. Sumpter's relationship with the Debtors, by his own admission, existed in 2004, and his lack of diligence in pursuing his claims until 2009 should not change their pre-petition nature.

whether known or unknown, against the Reorganized Debtors and permanently enjoined all Persons (as that term is defined in the Plan) from, among other things, “commencing . . . in any manner any Claim, Interest, Cause of Action or any other right or Claim against the Reorganized Debtors, which they possessed or may possess prior to the Effective Date” of the Plan (the “Plan Injunction”). See ¶¶ 20 and 22 of Plan Modification Order.

40. Mr. Sumpter will undoubtedly argue that this claim had not yet accrued as of the June 1, 2009 administrative claim deadline and, therefore, was not expunged and disallowed pursuant to the Sumpter Expungement Order.⁵ Assuming, *arguendo*, that to be the case, the claim is still time-barred pursuant to the Modification Approval Order. In his Complaint, Mr. Sumpter alleges that he first appealed the adverse decision on July 31, 2009. Taking his pleading as true, a timely forty-five day response was due on or before September 14, 2009. Mr. Sumpter’s claim related to a timely response, therefore, arose on September 15, 2009. Pursuant to this Court’s Modification Approval Order, all claims that arose between June 1, 2009 and October 6, 2009 were to be filed no later than November 5, 2009. *Modification Approval Order* ¶¶ 22 and 47. Claims that were not “timely filed and served shall be disallowed automatically” *Id.* at ¶ 47.

41. Finally, Mr. Sumpter’s “Sixth⁶ Cause of Action, For Breach of Fiduciary Duty” again asserts claims related to the already expunged and disallowed Administrative Expense Claim. This Court’s Plan Modification Order, which confirmed the Modified Plan, discharged, among other things, all Claims and Causes of Action, whether known or unknown, against the

⁵ Again, because of Mr. Sumpter’s lack of diligence in pursuing his ERISA claims for five years, his non-accrual argument warrants no credence as a matter of law and equity.

⁶ Because Mr. Sumpter’s “Fifth Cause of Action, For Failure To Meet ERISA Claim Procedure Requirements And The Resulting Breach of Fiduciary Duty” is asserted against Metropolitan Life only, the Reorganized Debtors have not addressed this claim in this Motion.

Reorganized Debtors and permanently enjoined all Persons (as that term is defined in the Plan) from, among other things, “commencing . . . in any manner any Claim, Interest, Cause of Action or any other right or Claim against the Reorganized Debtors, which they possessed or may possess prior to the Effective Date” of the Plan (the “Plan Injunction”). See ¶¶ 20 and 22 of Plan Modification Order.

42. The effect of the Reorganized Debtors’ discharge is set forth in section 524(a) of the Bankruptcy Code, under which that discharge operates as a permanent injunction against the commencement or continuation of any action to recover discharged claims against the Reorganized Debtors. Specifically, Section 524(a)(2) provides:

(a) A discharge in a case under this title –

...
(2) operates as an injunction against the commencement or continuation of an action, the employment of process, or an act, to collect, recover or offset any such debt as a personal liability of the debtor, whether or not discharge of such debt is waived.

11 U.S.C. § 524(a)(2).

43. Based on the foregoing, all of Mr. Sumpter’s claims asserted in the District Court Action against the Reorganized Debtors and their Life & Disability Benefits Program are pre-confirmation “claims” that have been disallowed, barred, or discharged in these chapter 11 cases. By operation of the Section 524(a) injunction, Mr. Sumpter should be enjoined from further prosecuting his District Court Action.

RELIEF REQUESTED

WHEREFORE, the Reorganized Debtors request that this Court enter an order (a) enforcing the Modification Procedures Order, Modified Plan and Plan Modification Order Injunction and Sumpter Claim Expungement Order against Mr. Sumpter; (b) directing Mr. Sumpter to dismiss the District Court Action against the Reorganized Debtors and their Life &

Disability Benefits Program; (c) awarding the Reorganized Debtors the costs and attorneys' fees they have been forced to expend in connection with this Motion and the District Court Action; and (d) granting the Reorganized Debtors such other and further relief to which they may be entitled.

Dated: Detroit, Michigan
April 5, 2013

BUTZEL LONG, a professional corporation

By: /s/ Cynthia J. Haffey
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EXHIBIT 1

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UNITED STATES BANKRUPTCY COURT

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SOUTHERN DISTRICT OF NEW YORK

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Case No. 05-44481(RDD)

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In the Matter of:

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DPH HOLDINGS CORP., et al.,

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Reorganized Debtors.

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United States Bankruptcy Court

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White Plains, New York

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September 22, 2011

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B E F O R E:

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HON. ROBERT D. DRAIN

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U.S. BANKRUPTCY JUDGE

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2 HEARING re Motion For Recoupment on Behalf of Delphi Salaried
3 Retirees
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5 HEARING re Claims Objection Hearing Regarding Claims of Alla
6 Averbukh, on Behalf of the Estate of Boris Averbukh, as
7 Objected to in the Reorganized Debtors' Motion for Order (i)
8 Enforcing Modification Procedures Order, Modified Plan and Plan
9 Modification Order Injunction and Forty-Seventh Omnibus Claims
10 Objection Order Against Averbukhs, as Plaintiffs, in Maryland
11 State Court Wrongful Death Action; and (ii) Directing Averbukhs
12 to Dismiss Action to Recover Upon Discharged and Expunged Claim
13 ("Averbukh Injunction Motion")
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25 Transcribed by: Lisa Bar-Leib

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2 A P P E A R A N C E S :

3 BUTZEL LONG, PROFESSIONAL CORPORATION

4 Attorneys for DPH Holdings Corp., et al., Reorganized

5 Debtors

6 Suite 100

7 150 West Jefferson Avenue

8 Detroit, MI 48226

9

10 BY: CYNTHIA J. HAFLEY, ESQ.

11

12 BUTZEL LONG, PROFESSIONAL CORPORATION

13 Attorneys for DPH Holdings Corp., et al., Reorganized

14 Debtors

15 Stoneridge West

16 41000 Woodward Avenue

17 Bloomfield Hills, MI 48304

18

19 BY: SHELDON H. KLEIN, ESQ.

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SKADDEN ARPS SLATE MEAGHER & FLOM LLP

Attorneys for DPH Holdings Corp., et al., Reorganized

Debtors

155 North Wacker Drive

Chicago, IL 60606

BY: LOUIS S. CHIAPPETTA, ESQ.

(TELEPHONICALLY)

CIARDI CIARDI & ASTIN

Attorneys for Vladimir Averbukh (Individually and as

Personal Representative for the Estate of Boris

Averbukh) and Alesander Averbukh

100 Church Street

8th Floor

New York, NY 10007

BY: RICK A. STEINBERG, ESQ.

Page 5

1
2 ALSO APPEARING:

3 JAMES B. SUMPTER

4 On Behalf of Himself as a Delphi Salaried Retiree

5 21169 Westbay Circle

6 Noblesville, IN 46062

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8 BY: JAMES B. SUMPTER, PRO SE

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VERITEXT REPORTING COMPANY

212-267-6868

www.veritext.com

516-608-2400

DPH HOLDINGS CORPORATION, et al.

Page 23

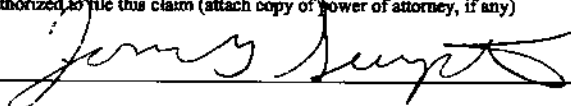
1 least, they wouldn't make any sense to a lawyer versed in basic
2 principles of bankruptcy law. However, Mr. Sumpter isn't a
3 lawyer so I decided first to treat this matter through written
4 submissions by the parties and a hearing today. And secondly,
5 I decided not to enjoin him from bringing further actions.

6 On the other hand, by no means should Mr. Sumpter take
7 that ruling as a license to bring further actions that are not
8 premised upon a good faith real argument. The debtors have
9 their rights under -- in matters before this Court --
10 Bankruptcy Rule 9011, in matters in the federal district court
11 or other federal courts under Civil Procedure 11 and in their
12 corollaries under the various state court procedures for
13 bringing frivolous or bad faith claims. And Mr. Sumpter is
14 duly warned that notwithstanding his pro se status, he is on
15 clear notice that future motions in violation of the -- or
16 other litigation in violation of the plan modification order or
17 this Court's prior orders or the Delphi debtors' discharge
18 under their Chapter 11 plan should merit the imposition of
19 sanctions. And the debtors can certainly use this transcript
20 in that regard if such litigation is commenced outside of this
21 court.

22 So again, for the reasons that I've stated on the
23 record, the motion's denied as a matter of law under the
24 equivalent of or based upon the factors applied by the Court
25 under Bankruptcy Rule 7012 in light of the Court's prior orders

EXHIBIT 2

#18620

United States Bankruptcy Court Southern District of New York Delphi Corporation et al, Claims Processing c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue El Segundo, California 90245		Administrative Expense Claim Form	
Debtor against which claim is asserted : Delphi Corporation, et al. 05-44481		Case Name and Number In re Delphi Corporation, et al. 05-44481 Chapter 11, Jointly Administered	
NOTE: This form should not be used to make a claim in connection with a request for payment for goods or services provided to the Debtors prior to the commencement of the case. This Administrative Expense Claim Form is to be used solely in connection with a request for payment of an administrative expense arising after commencement of the case but prior to June 1, 2009, pursuant to 11 U.S.C. § 503.			
Name of Creditor (The person or other entity to whom the debtor owes money or property) James B. Sumpter Name and Address Where Notices Should be Sent James B. Sumpter 21169 Westbay Circle Noblesville, IN 46062 Telephone No. 317-877-0736		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input checked="" type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: N/A		Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated: _____	
1. BASIS FOR CLAIM <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other (Describe briefly) <input checked="" type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) Wages, salaries, and compensation (Fill out below) Your social security number 245-86-3966 Unpaid compensation for services performed from _____ to _____ (date) (date)			
2. DATE DEBT WAS INCURRED March 12, 2009		3. IF COURT JUDGMENT, DATE OBTAINED:	
4. TOTAL AMOUNT OF ADMINISTRATIVE CLAIM: \$ 97,788.00 <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.			
5. Brief Description of Claim (attach any additional information): Life insurance claim, Disability early payout			
6. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.		THIS SPACE IS FOR COURT USE ONLY RECEIVED JUL 14 2009 KURTZMAN CARSON CONSULTANTS	
7. SUPPORTING DOCUMENTS: <u>Attach copies of supporting documents</u> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. Any attachment must be 8-1/2" by 11".			
8. DATE-STAMPED COPY: To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.			
Date July 8, 2009	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any) 		

- ☒ Date Stamped Copy Returned
☐ No self addressed stamped envelope
☐ No copy to return



0544481090714000000000071

21169 Westbay Circle
Noblesville, IN 46062
July 8, 2009

Delphi Corporation Claims Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

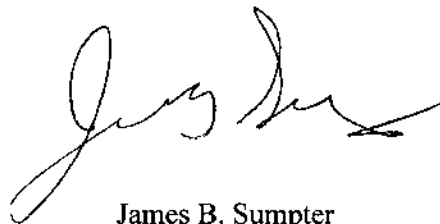
RE: In re Delphi Corporation, et al.,
Case No. 05-44481 (RDD) Jointly Administered
United States Bankruptcy Court
Southern District of New York

Proof of Claim:

I have submitted a request Under the Delphi Health and Disability program for an early payout of life insurance, in conformance with the controlling SPD.

Delphi's Agent Metropolitan has denied this claim (I believe erroneously). I am in the process of filing an appeal in accordance with Plan rules. I feel that I have a strong case and that I will prevail. Therefore, I wish to insure that my claim is not voided due to Delphi's bankruptcy and plan for reorganization.

I have attached relevant documents that document the current status of my benefits claim.



James B. Sumpter

21169 Westbay Circle
Noblesville, IN 46062
March 12, 2009

Delphi Benefits Unit
(Health Care, Life Insurance, and Life Claims):
P. O. Box 14673
Lexington, KY 40512-4673

COPY

Integrated Disability Activity
(Sickness & Accident, Extended Disability Benefits):
P.O. Box 14608
Lexington, KY 40511-4608

RE: Extended Disability and Payout of Basic Life Insurance:
James B. Sumpter
245-86-3966

I am writing to formally request a payout of my Basic life insurance as documented on page 34 of the SPD (March 1992) that was in effect when I became disabled(I have attached an appropriate except from that page). This paragraph applies to me because:

- At the time that my disability commenced I had less than ten years of participation.
- I am totally and permanently disabled.
- I am receiving Extended Disability benefits.

My basic life insurance is for \$195,600.00. Therefore, the payout shall be for the maximum amount of \$100,000.00. This payout would normally commence about July 8, 2010. However, because of the imminent benefit changes and Delphi's financial uncertainty, I am requesting that you either make the full payment of \$100,000 to me immediately, or that you establish an irrevocable trust account to pay me according to the plan document schedule. My preference is for the immediate payment of the full amount.

I am also requesting that you send me a timely response, but not later that March 27, 2009, informing me of the timing and amount of the Basic Life insurance payout.

Although my address is in the heading, for you convenience, I have provided additional contact information below:

Phone	317-877-0763	Fax	317-877-1070
e-mail	jsump@ieee.org		

Sincerely,



James B. Smith

COPY

IN CASE YOU BECOME TOTALLY AND PERMANENTLY DISABLED

Life and Disability Benefits Program Benefits

You may be totally and permanently disabled if you are not regularly employed, and on the basis of medical evidence satisfactory to GM you are wholly and permanently prevented, as a result of injury or disease, from working at the GM location where you last worked.

COPY

- **If You Have Less Than 10 Years of Participation . . .**
you may elect to receive a monthly installment payout of your basic life insurance if you become totally and permanently disabled while your length of service is unbroken.

The monthly installment will be in an amount equal to the amount of your final monthly extended disability benefit. Payment will commence after you have received your final monthly extended disability benefit payment. Supplemental extended disability benefits maybe payable concurrently under the Flexible Compensation Program with a monthly installment payout of your basic life insurance.

Any monthly installment payments to which you are entitled will continue until the total amount paid equals the amount of your basic life insurance, up to \$100,000. Your basic life insurance will be canceled immediately prior to the commencement of the monthly payment. In the event your basic life insurance exceeds \$100,000, you will be entitled to convert the excess amount to an individual policy

Extended Disability Benefits Are Payable . . .

for a period based on your GM years of participation under the Life and Disability Benefits Program (see page 68).

- **If you have 10 or more years of participation when you become disabled ...**
benefits are payable until recovery, but not beyond age 65*.

32 (excerpted from page 32)

COPY

EXTENDED DISABILITY BENEFITS

- **If you have less than 10 years of participation when you become disabled...**

benefits are payable until recovery, or, if less, for a period equal to your years of participation at the commencement of disability (less the period during which sickness and accident benefits or salary continuation payments are received), but not beyond age 65*.

33 (excerpted from page 33)

MetLife®

Metropolitan Life Insurance Company
P.O. Box 5164
Southfield, MI 48086-5164
Phone: 1-866-335-7444

Dear Mr. Sumpter:

You have requested a payout of your Basic Life Insurance under the Delphi Life and Disability Benefits Program. The Plan requires that the enclosed forms be completed and returned in order to consider your request. Please see the instructions below:

COPY

Instructions for Completing Group Life Insurance Statement of Review

• **Total & Permanent Disability**

Employee's Statement

1. The Employee's Statement must be completed by the employee or his/her legal representative. If you are an Authorized Representative completing this form, please include a copy of the legal document(s) authorizing you to act on the Employee's behalf.
2. Complete Sections 1 and 2 of the Employee's Statement.
3. Sign the following pages:
 - a) the Fraud Warning
 - b) the Authorization to Disclose Information About Me
 - c) the Attending Physician Statement, Section A
4. Give the Attending Physician Statement to your treating physician for completion.
5. Contact MetLife with any questions you may have when completing this form.
6. Place your name and Social Security number in the allocated area of each page.
7. Submit the entire form to MetLife at the above address.

GROUP LIFE INSURANCE STATEMENT OF REVIEW

MetLife®

Metropolitan Life Insurance Company
P.O. Box 5164
Southfield, MI 48086-5164
Phone: 1-866-335-7444

EMPLOYEE'S STATEMENT

Instructions for completing form: 1. The employee or his/her legal representative must complete statement. If you are an individual representative completing this form, please include a copy of the legal document(s) authorizing you to act on the Employee's behalf. 2. Complete Sections 1 & 2 and sign applicable pages as indicated. 3. Contact MetLife with any questions you may have when completing this form. 4. Submit the entire form by mail to the above address for processing - retain a copy for your records.					
Important: To avoid processing delays, please complete the form in its entirety and submit all requested Documents.					
Section 1: Personal Information					
Name (Last, First, MI) SUMPTER, JAMES B.		Social Security # REQUIRED ***-**-3966		E-Mail Address (Optional)	
Address 21189 WESTBAY CIRCLE		City NOBLESVILLE	State IN	Zip Code 46062	Date of Birth (MM/DD/YY) 01/02/1952
Home Phone # (317) 877 - 0736		Occupation Electrical Engineer (Product Line Architect - Retired)		Sex <input checked="" type="checkbox"/> M <input type="checkbox"/> F	
		Marital Status <input type="checkbox"/> Married <input type="checkbox"/> Single <input checked="" type="checkbox"/> Other		divorced	
Section 2: Disability Information					
Date Last Worked 8-DEC-2000		State the cause of your Disability: Lupus (causing chronic fatigue) and Major Depression			On what date were you first treated by a physician related to this disability? July 2000
Name(s) of all Physicians/Providers who have treated you since the beginning of this disability:					
Name of Physician/Provider	Address	Phone Number (Include Area Code)	Dates of Treatment	Reason for Visit	
Please see attached sheet					
Have you performed any type of work (either for this employer, another employer or through self-employment) since your disability began? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
If "Yes," provide the following information:					
Name of Employer	Address of Employer	Type of Work	Date Employment Began	Hours Worked Per Week	
N/A					
Are you presently able to engage in any gainful occupation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
If "Yes," please explain: N/A					
If "No," when do you expect to return to work? Date N/A					
Are you insured under any other policies issued by MetLife? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
If "Yes," please provide coverage type and policy numbers: N/A					

Continued on Following Page

Fraud Warning:

If you are insured under a policy issued in one of the following states, or if you reside in one of the following states, one of the following state warnings may apply to you:

New York [only applies to Accident and Health Benefits (AD&D/Disability/Dental)]: I know it is a crime to fill out this form with facts I know are false or to leave out facts I know are important. I know that if I do this, I may also have to pay a civil penalty of up to \$5,000 plus the value of the claim.

Florida: Any person who knowingly and with intent to injure, defraud or deceive any insurer, makes any claim for the proceeds of an insurance policy containing any false, incomplete or misleading information is guilty of a felony of the third degree.

Massachusetts: Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance or a statement of claim containing any materially false information or conceals, for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, and may subject such person to criminal and civil penalties.

New Jersey: Any person who knowingly files a statement of claim containing any false or misleading information is subject to criminal and civil penalties.

Oklahoma: Any person who knowingly, and with intent to injure, defraud or deceive any insurer, makes any claim for the proceeds of an insurance policy containing any false, incomplete or misleading information is guilty of a felony.

Kansas, Oregon, Washington and Vermont: Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance containing any materially false information or conceals, for the purpose of misleading, information concerning any fact material thereto may be guilty of insurance fraud, and may be subject to criminal and civil penalties.

Puerto Rico: Any person who, knowingly and with the intent to defraud, presents false information in an insurance request form, or who presents, helps or has presented, a fraudulent claim for the payment of a loss or other benefit, or presents more than one claim for the same damage or loss, will incur a felony, and upon conviction will be penalized for each violation with a fine no less than five thousand (5,000) dollars nor more than ten (10,000), or imprisonment for a fixed term of three (3) years, or both penalties. If aggravated circumstances prevail, the fixed established imprisonment may be increased to a maximum of five (5) years; if attenuating circumstances prevail, it may be reduced to a minimum of two (2) years.

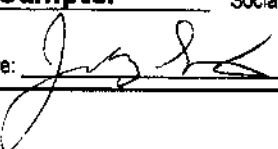
Virginia: It is a crime to knowingly provide false, incomplete or misleading information to an insurance company for the purpose of defrauding the company. Penalties include imprisonment, fines and denial of insurance benefits.

California: For your protection California law requires the following to appear on this form: Any person who knowingly presents a false or fraudulent claim for the payment of a loss is guilty of a crime and may be subject to fines and confinement in state prison.

New Hampshire: Any person who, with a purpose to injure, defraud or deceive any insurance company, files a statement of claim containing any false, incomplete or misleading information is subject to prosecution and punishment for insurance fraud, as provided in RSA 638:20.

If you reside in any state other than those listed above, then the following warning may apply to you:

Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance or a statement of claim containing any materially false information or conceals, for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, which is a crime and subjects such person to criminal and civil penalties.

Name of Claimant (Please Print):	<u>James B. Sumpter</u>	Social Security Number:	<u>245 86 3966</u>
Signature of Claimant or Authorized Representative:			Date: <u>11-APR-2009</u>

Metropolitan Life Insurance Company
P.O. Box 5164
Southfield, MI 48086-5164
1-866-DELPHI4 (335-7444)
1-888-688-2860 TTY

MetLife

June 3, 2009

James Sumpter
21169 Westbay Circle
Noblesville, IN 46062

COPY

**RE: Total & Permanent Disability Benefits, a payout of your Basic Life Insurance
Group: 14000- Salaried**

Dear Mr. Sumpter:

We have completed our review of your application for Total and Permanent Disability Benefits under the Delphi Life and Disability Program. For the reasons outlined below, your request is being denied.

During your period of disability, you were covered under the Delphi Life and Disability Benefits Program. The Life and Disability Benefits Program is provided by Delphi Corporation under the provisions of a self-funded Employee Welfare Benefit Plan as described in the Employee Retirement Income Security Act (ERISA). MetLife is the claims administrator of the Delphi Life and Disability Benefits Program.

As you know, the Delphi Life and Disability Benefits Program provides in part that a salaried employee may be eligible for a payout of his/her Basic Life Insurance benefits if:

- 1) The employee last worked between January 1, 1974 and December 31, 1993, and
- 2) The employee had less than 10 Years of Participation at the time he/she became totally and permanently disabled, and
- 3) The employee became totally and permanently disabled prior to the end of the month of his/her 70th birthday, and
- 4) The employee exhausted his/her Extended Disability Benefits, and
- 5) The employee provided satisfactory written proof of such disability.

Our review of your application for Total and Permanent Disability Benefits finds that you do not meet the above criteria because you last worked on December 7, 2000, which date is after December 31, 1993. In addition, you have not exhausted your Extended Disability Benefits. Therefore, in view of the information above, you are not eligible for a payout of your Basic Life Insurance benefit.

You may appeal this decision by sending a written request to Metropolitan Life, P. O. Box 5164, Southfield, Michigan, 48037-5164, within 180 days of the date you receive this letter. Please include in your appeal letter the reason(s) you believe your claim was improperly denied, and submit any additional comments, documents, records or other information relating to your claim

2 James Sumpter

that you deem appropriate for us to give your appeal consideration. Upon request, MetLife will provide you with a copy of the documents, records, or other information we have that are relevant to your claim. The Program provisions are generally outlined in the Summary Plan Description, **Your Delphi Benefits** which has been provided to you by your employer.

If you choose to appeal, MetLife will evaluate all the information and advise you of our determination of your appeal within 45 days after we receive your written request for appeal. If there are special circumstances requiring additional time to complete the appeal process, we may take up to an additional 45 days, but only after notifying you of the special circumstances in writing. In the event your appeal is denied in whole or in part, upon completion of the voluntary appeal process you will have the right to bring a civil action under Section 502(a) of the Employee Retirement Income Security Act of 1974, or you may follow the voluntary appeal process defined under the Delphi Life and Disability Benefits Program.

If you have any questions or need further assistance, please contact our office by calling the toll-free number listed above Monday through Friday from 7:30 A.M. to 4:30 P.M. Eastern Standard Time, or by visiting our website.

Sincerely,

Southfield Life Waiver Unit (T&P)
Integrated Disability Activity

Revised 6/07

21169 Westbay Circle
Noblesville, IN 46062
June 11, 2009

Metropolitan Life Insurance Company
P O Box 5164
Southfield, MI 48086-5164

COPY

RE: Claim Denial dated 3-JUN-2009
Total & Permanent Disability Benefits, a payout of Basic Life Insurance
Group: 1400-Salaried
Claim Denial dated 3-JUN-2009
James B. Sumpter 245-86-3966

I am writing to formally request a copy of all documentation, records and all other information related to my claim and your decision. I am requesting that you include the Salaried Plan Document that you referred to in your decision. I am also requesting a copy of the Life insurance policy that applies to this claim. I would also like you to specifically state which SPD you believe was in force at the time of the commencement of my disability, which was 7-DEC-2000. Please also provide the publication date of the SPD.

I am requesting, wherever possible that you provide me all requested documentation in electronic form. The preferred way is for you to send me one or more e-mails with a PDF version of the documents attached.

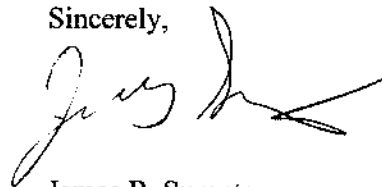
I am also requesting that you provide the name of the person responsible for this decision and a telephone number so that I can communicate directly with them. I have had difficulty reaching a knowledgeable person through your phone system and messages that I have left have not been returned.

Please also provide a fax number where I can send communications.

My contact information follows:

Phone	317-877-0763	Fax	317-877-1070
e-mail	jsump@ieee.org		

Sincerely,



James B. Sumpter

21169 Westbay Circle
Noblesville, IN 46062
July 6, 2009

Metropolitan Life Insurance Company
P O Box 5164
Southfield, MI 48086-5164

COPY

RE: Claim Denial dated 3-JUN-2009
Total & Permanent Disability Benefits, a payout of Basic Life Insurance
Group: 1400-Salaried
Claim Denial dated 3-JUN-2009
James B. Sumpter 245-86-3966

I am writing to formally notify that I intend to appeal your decision denying my claim. However, I cannot properly prepare my appeal without the documentation that I requested on June 11. I have attached a copy of that request for your reference. Please expedite the delivery of the requested information.

I am requesting that you also provide a detailed description of the complete appeal procedure. Please provide with this description any required forms, all critical timing requirements, and the appropriate correspondence address for each phase of the appeal process.

You should note that I am aware that Delphi is in bankruptcy and has a pending plan for emergence. I am not sure how Delphi's bankruptcy affects my claim. However, in an effort to preserve my rights, I will be filing an administrative claim with the bankruptcy court (prior to July 15, 2009) for the \$97,788 permanent disability life insurance benefit.

My contact information follows:

Phone	317-877-0763	Fax	317-877-1070
e-mail	jsump@ieee.org		

Sincerely,



James B. Sumpter

EXHIBIT 3

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
: In re : Chapter 11
: :
: DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
: :
: Reorganized Debtors. : (Jointly Administered)
: :
-----X

ORDER PURSUANT TO 11 U.S.C. § 503(b) AND FED. R. BANKR. P. 3007
TO EXPUNGE CERTAIN (I) PREPETITION CLAIMS, (II) EQUITY
INTERESTS, (III) BOOKS AND RECORDS CLAIMS, (IV) UNTIMELY
CLAIMS, (V) PAID SEVERANCE CLAIMS, (VI) PENSION, BENEFIT,
AND OPEB CLAIMS, AND (VII) DUPLICATIVE CLAIMS

("THIRTY-SEVENTH OMNIBUS CLAIMS OBJECTION ORDER")

Upon the Thirty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b)
And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III)
Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension,
Benefit, And OPEB Claims, And (VII) Duplicative Claims (the "Thirty-Seventh Omnibus
Claims Objection" or the "Objection"),¹ of DPH Holdings Corp. and certain of its affiliated
reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"); and
upon the record of the hearing held on the Thirty-Seventh Omnibus Claims Objection and the
representations set forth in the letter, dated December 1, 2009 of John K. Lyons, Esq. to the
Court; and after due deliberation thereon; and good and sufficient cause appearing therefor,

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Thirty-Seventh Omnibus Claims Objection.



IT IS HEREBY FOUND AND DETERMINED THAT:²

A. Each holder of a claim for an administrative expense under section 503(b)(1) of the Bankruptcy Code (each, an "Administrative Claim") listed on Exhibits A, B, C, D, E, F, and G hereto was properly and timely served with a copy of the Thirty-Seventh Omnibus Claims Objection, a personalized Notice Of Objection To Claim, the proposed order granting the Thirty-Seventh Omnibus Claims Objection, and notice of the deadline for responding to the Thirty-Seventh Omnibus Claims Objection. No other or further notice of the Thirty-Seventh Omnibus Claims Objection is necessary.

B. This Court has jurisdiction over the Thirty-Seventh Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334. The Thirty-Seventh Omnibus Claims Objection is a core proceeding under 28 U.S.C. § 157(b)(2). Venue of these cases and the Thirty-Seventh Omnibus Claims Objection in this district is proper under 28 U.S.C. §§ 1408 and 1409.

C. The Administrative Claims listed on Exhibit A assert liabilities or dollar amounts that arose prior to the date upon which the Debtors filed voluntary petitions for reorganization relief under chapter 11 of the Bankruptcy Code (the "Prepetition Claims").

D. The Administrative Claims listed on Exhibit B were filed by holders of Delphi Corporation common stock solely on account of their stock holdings, each of which constitutes an equity interest in Delphi Corporation but does not constitute an Administrative Claim against the Debtors (the "Equity Interests").

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

E. The Administrative Claims listed on Exhibit C assert liabilities and dollar amounts that are not owing pursuant the Reorganized Debtors' books and records (the "Books and Records Claims").

F. The Administrative Claims listed on Exhibit D were not timely filed pursuant to Article 10.2 of the Modified Plan and paragraph 38 of the Modification Procedures Order (the "Untimely Claims").

G. The Administrative Claims listed on Exhibit E are Administrative Claims that the have already been satisfied in full (the "Paid Severance Claims").

H. The Administrative Claims listed on Exhibit F assert Claims for liabilities in connection with the Debtors' pension plans, employee benefit programs, and post-retirement health and life insurance benefit programs for which the Debtors are not liable (the "Pension, Benefit, And OPEB Claims").

I. The Administrative Claims listed on Exhibit G are duplicative of other Administrative Claims (the "Duplicative Claims").

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. Each Prepetition Claim listed on Exhibit A hereto is hereby disallowed and expunged in its entirety.

2. Each Equity Interest listed on Exhibit B hereto is hereby disallowed and expunged in its entirety.

3. Each Books and Records Claim listed on Exhibit C hereto is hereby disallowed and expunged in its entirety.

4. Each Untimely Claim listed on Exhibit D hereto is hereby disallowed and expunged in its entirety.

5. Each Paid Severance Claim listed on Exhibit E hereto is hereby disallowed and expunged in its entirety.

6. Each Pension, Benefit, and OPEB Claim listed on Exhibit F hereto is hereby disallowed and expunged in its entirety.

7. Each Duplicative Claim listed on Exhibit G hereto is hereby disallowed and expunged in its entirety.

8. Exhibit I sets forth each of the Administrative Claims referenced on Exhibits A, B, C, D, E, F, G, H-1, H-2, H-3, H-4, and H-5 in alphabetical order by claimant and cross-references each such Administrative Claim by (a) proof of administrative expense number or schedule number and (b) basis of objection.

9. With respect to each Administrative Claim for which a Response to the Thirty-Seventh Omnibus Claims Objection has been filed and served, and which has not been resolved by the parties, all of which Administrative Claims are listed on Exhibits H-1, H-2, H-3, H-4, and H-5 the hearing regarding the objection to such Claims shall be adjourned to a future date to be noticed by the Reorganized Debtors consistent with and subject to the Claims Objection Procedures Order and the Order Pursuant to 11 U.S.C. §§ 105(a) and 503(b) Authorizing Debtors to Apply Claims Objection Procedures to Address Contested Administrative Expense Claims, entered October 22, 2009 (Docket No. 18998) (the "Administrative Claims Objection Procedures Order"); provided, however, that such adjournment shall be without prejudice to the Reorganized Debtors' right to assert that any such

Response was untimely or otherwise deficient under the Administrative Claims Objection Procedures Order .

10. Entry of this order is without prejudice to the Reorganized Debtors' rights to object, on any grounds whatsoever, to any other claims or Administrative Claims in these chapter 11 cases or to further object to Administrative Claims that are the subject of the Thirty-Seventh Omnibus Claims Objection except as such claims may have been settled and allowed.

11. This Court shall retain jurisdiction over the Reorganized Debtors and the holders of Administrative Claims subject to the Thirty-Seventh Omnibus Claims Objection to hear and determine all matters arising from the implementation of this order.

12. Each of the objections by the Reorganized Debtors to each Administrative Claim addressed in the Thirty-Seventh Omnibus Claims Objection and attached hereto as Exhibits A, B, C, D, E, F, and G constitutes a separate contested matter as contemplated by Fed. R. Bankr. P. 9014. This order shall be deemed a separate order with respect to each Administrative Claim that is the subject of the Thirty-Seventh Omnibus Claims Objection. Any stay of this order shall apply only to the contested matter which involves such Administrative Claim and shall not act to stay the applicability or finality of this order with respect to the other contested matters covered hereby.

13. Kurtzman Carson Consultants LLC is hereby directed to serve this order, including exhibits, in accordance with the Supplemental Case Management Order.

Dated: White Plains, New York
December 2, 2009

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

In re Delphi Corporation, et al.
 Case No. 05-44481 (RDD)

Thirty-Seventh Omnibus Claims Objection

EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS

CREDITOR'S NAME AND ADDRESS *	CLAIM NUMBER	ASSERTED CLAIM AMOUNT **	DATE FILED	DOCKETED DEBTOR
HILLERT PAUL G	18697	Secured: Priority: Administrative: UNL Unsecured: _____ Total: UNL	07/14/2009	DELPHI CORPORATION (05-44481)
IRENE M COLLINS	17021	Secured: Priority: Administrative: UNL Unsecured: _____ Total: UNL	06/29/2009	DELPHI CORPORATION (05-44481)
JACELYN R SOBEK	17132	Secured: Priority: Administrative: \$644.00 Unsecured: _____ Total: \$644.00	07/01/2009	DELPHI CORPORATION (05-44481)
JACK GASTON	18365	Secured: Priority: Administrative: UNL Unsecured: _____ Total: UNL	07/13/2009	DELPHI CORPORATION (05-44481)
JAMES A SPENCER	19014	Secured: Priority: Administrative: UNL Unsecured: _____ Total: UNL	07/15/2009	DELPHI CORPORATION (05-44481)
JAMES B SUMPTER	18621	Secured: Priority: Administrative: \$62,524.08 Unsecured: _____ Total: \$62,524.08	07/14/2009	DELPHI CORPORATION (05-44481)
JAMES B SUMPTER	18620	Secured: Priority: Administrative: \$97,788.00 Unsecured: _____ Total: \$97,788.00	07/14/2009	DELPHI CORPORATION (05-44481)
JAMES D NEWTON JR	16888	Secured: Priority: Administrative: \$487,200.00 Unsecured: _____ Total: \$487,200.00	06/26/2009	DELPHI CORPORATION (05-44481)

* The addresses of the creditors on this exhibit have been intentionally omitted for privacy reasons.

** "UNL" denotes an unliquidated claim.

Exhibit I - Claimants And Related Administrative Claims Subject To Thirty-Seventh Omnibus Claims Objection

Claim Holder	Claim	Exhibit
JACK GASTON	18365	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JACQUELINE STURDIVANT DONALD	16998	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES A BRUNER	18235	EXHIBIT G - DUPLICATE CLAIMS
JAMES A JESSUP	18420	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES A KANE	17551	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES A LUECKE	17081	EXHIBIT H-4 - ADJOURNED PENSION, BENEFIT, AND OPEB CLAIMS
JAMES A OCONNOR	19383	EXHIBIT D - UNTIMELY CLAIMS
JAMES A SPENCER	19014	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES B SUMPTER	18620	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES B SUMPTER	18621	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES C GRIFFIN	17855	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES C VENABLE	19306	EXHIBIT D - UNTIMELY CLAIMS
JAMES D NEWTON JR	16888	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES E FORBES	17488	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES E STEFFAN	18529	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES EDLINGER	18343	EXHIBIT C - BOOKS AND RECORDS CLAIMS
JAMES H BOARDMAN	16873	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES L NIEMAN	19468	EXHIBIT D - UNTIMELY CLAIMS
JAMES L ODOM	17559	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES M BURKE	17207	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES M TRACY	17214	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES R BUCZKOWSKI	18128	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES R DAVIS	17219	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES R HUBENTHAL	17804	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES ROBERT IMOehl	17117	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES ROBERT IMOehl	17118	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES T CARNEY	17203	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES W DICICCIO	17842	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES WEBB JR	19375	EXHIBIT D - UNTIMELY CLAIMS
JAMIE L FERGUSON	18034	EXHIBIT E - PAID SEVERANCE CLAIMS
JAN A SULLIVAN	17185	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JANE E HAGBERG	18476	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JANE HAGBERG	18889	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JANET GILL	17538	EXHIBIT C - BOOKS AND RECORDS CLAIMS
JANET S MCCORMICK	19411	EXHIBIT D - UNTIMELY CLAIMS
JANICE ANN FORKNER	18190	EXHIBIT B - EQUITY INTERESTS
JAY ADAMS	17497	EXHIBIT E - PAID SEVERANCE CLAIMS
JEANIE RUNNING	19400	EXHIBIT D - UNTIMELY CLAIMS
JEFFREY A GARDINER	17826	EXHIBIT E - PAID SEVERANCE CLAIMS

EXHIBIT 4

**UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF INDIANA**

FILED
 U.S. DISTRICT COURT
 INDIANAPOLIS DIVISION
 2013 MAR -4 PM 2:19

James B. Sumpter,

Plaintiff,

vs.

Delphi Automotive Systems (Holding), Inc.
 fka/ Delphi Automotive Systems),

Defendant.

vs.

Delphi Automotive Systems Life
 & Disability Benefits Program,

Defendant.

vs.

Metlife Group, Inc,

Defendant.

Cause No.

1:13-cv-0347 TWP -DKL

ERISA BENEFIT DENIAL COMPLAINT

Plaintiff brings a complaint against defendants, Delphi Automotive Systems Life & Disability Benefits Program, DPH Holdings and Metropolitan Life Insurance Company for denial of Disability Life Insurance Benefit, for failure to follow ERISA claim procedure, for failure to meet ERISA notification requirements and breach of fiduciary duties as set forth below.

Plaintiff **DOES NOT** demand a jury trial.

I. PARTIES

James B. Sumpter
21169 Westbay Circle
Noblesville, IN 46062

Plaintiff

Phone 317-877-0736
E-mail jsump@ieee.org

Delphi Automotive Systems (Holding), Inc. (DPHH)
(fka / Delphi Automotive Systems)
5725 Delphi Drive,
Troy, MI 48098.

Delphi Life & Disability Benefits Program
(The PLAN)
c/o DPH Holdings
5725 Delphi Drive,
Troy, MI 48098.

Defendants

Metlife Group, Inc
(Met Life)
One Madison Avenue
New York, New York 10010-3690

II. JURISDICTION AND VENUE

1. This complaint is brought pursuant to:

The Employee Retirement Income Security Act ("ERISA") of 1974 (29 U.S.C § 1001 et seq.), and jurisdiction is based on 29 U.S.C. § 1132(e), and 28 U.S.C. §1331.

2. Plaintiff, James B. Sumpter, is a resident of Hamilton County, Indiana and

a citizen of the United States of America. Plaintiff was employed at Delphi Automotive Systems (Delphi), whose successor DPH Holdings, a national corporation, continues to operate a facility in Kokomo, Indiana. Therefore, the venue is appropriate pursuant to 29 USC 1132(e)(2).

III. BACKGROUND

3. Prior to his disability, Plaintiff was a salaried Electrical Engineer for Delphi in Kokomo Indiana, whose pay grade was that of Senior Systems Engineer and as such assumed positions of increasing responsibility and influence throughout his career, with his last position being that of Product Line Architect.

4. Plaintiff became disabled on December 8, 2000, and was retired on permanent long term disability on July 1, 2002.

5. Because his tenure with Delphi was less than ten years, plaintiff continuously purchased the Supplemental Extended Disability Benefit (SEDB), which included the feature that permitted Plaintiff to elect an early payout of his basic life insurance (Disability Life Insurance).

6. Plaintiff has elected to receive the Disability Life Insurance payout, but has been wrongly denied the benefit by the Defendants.

IV. STATEMENT OF LEGAL CLAIM

First Cause of Action

For Failure To Pay Disability Life Insurance Benefit

(Against The PLAN, DPHH and Met Life)

7. Pursuant to 29 USC § 1132(a)(1)(B), and 29 USC § 1132 (d) Plaintiff now comes seeking relief from this Court for the payment of the Disability Life Insurance Payout, which is a benefit option afforded PLAN participants receiving SEDB benefits.

8. The Benefit amount is \$ 100,000.

WHEREFORE Plaintiff demands judgment against The PLAN, DPHH and Met Life jointly and severally for the following relief:

- a. Payment ,to the Plaintiff, the Disability Life Insurance benefit of \$100,000;
- b. All cost and legal expenses that Plaintiff has incurred and;
- c. Such other relief as this Court deems appropriate and just.

Second Cause of Action

For Failure To Meet ERISA Noticing Requirement For Distribution Of

Summary Plan Description (SPD)

(Against DPHH, successor to Delphi Automotive Systems)

9. Plaintiff seeks appropriate equitable relief pursuant to 29 USC § 1132(a)(3)(B)(i), 29 USC §1024(b), and 29 CFR 2520.104b-2. The Plan Administrator (Delphi/ DPHH) failed to provide the 1996 SPD for the period between July, 30 1997

and November 5, 2009 (**4463 days**). This failure, in conjunction with the denial of Plaintiffs claim, is a continuing violation, which was discovered during the Plaintiffs appeal of the denial, by the Defendants, of his Disability Life Insurance benefit.

WHEREFORE Plaintiff demands judgment against DPHH for the following relief:

- a. Payment of Plaintiff's Disability Life Insurance benefit;
- b. All cost and legal expenses that Plaintiff has incurred;
- c. Payment, by Defendants, of any statutory penalties and;
- d. Such other relief as this Court deems appropriate and just.

Third Cause of Action

For Failure to Meet ERISA Noticing Requirement for Distribution of
Summary of Material Modification (SMM)
(Against DPHH, successor to Delphi Automotive)

10. Plaintiff seeks appropriate equitable relief pursuant to **29 USC § 1132(a)(3)(B)(i), 29 USC §1024(b) and 29 CFR 2520.104b-3**. The Plan Administrator (Delphi/DPHH) failed to provide the Summary of Material Modification for the period between July, 30 1995 and November 5, 2009 (**5213 days**). This failure, in conjunction with the denial of Plaintiffs claim, is a continuing violation, which was discovered during the Plaintiffs appeal of the denial, by the Defendants, of his Disability Life Insurance benefit.

WHEREFORE Plaintiff demands judgment against DPHH for the following relief:

- a. Payment of Plaintiff's Disability Life Insurance benefit;
- b. All cost and legal expenses that Plaintiff has incurred;
- c. Payment by Defendants of any statutory penalties and;
- d. Such other relief as this Court deems appropriate and just.

Fourth Cause of Action

For Failure To Meet ERISA Claim Procedure Noticing Requirements (Against Met Life and DPHH)

11. Pursuant to **29 USC § 1132(a)(3)(B)(i)**, Plaintiff also seeks such equitable and/or remedial relief as the Court may deem appropriate, for Met Life's, as the PLAN's Life Insurance Fiduciary and Benefit Administrator, failure to meet the noticing requirements for disability claims pursuant to **29 CFR 2560 (f)(3)** and **65 FR at 70247, n.4**, which specifies a maximum of 45 days to respond to a request for review of an adverse decision regarding a claim for disability benefits. Met Life, as benefit administrator and/ or as agent of DPHH, failed to provide a timely response to:

- a. Plaintiff's first appeal of its adverse decision - July 31, 2009 to October 18, 2009 (**74 days**).

WHEREFORE Plaintiff demands judgment against Met Life and DPHH, jointly and severally, for the following relief:

- b. Payment of Plaintiff's Disability Life Insurance benefit;
- c. Payment of all cost and legal expenses that Plaintiff has incurred
- d. Payment of any statutory penalties and;
- e. Such other relief as this Court deems appropriate and just;

Fifth Cause of Action

For Failure To Meet ERISA Claim Procedure Requirements And The Resulting Breach Of Fiduciary Duty (Against Met Life)

12. Plaintiff seeks appropriate equitable relief pursuant to **29 USC § 1132(a)(3)(B)(i) and 29 USC 1109(a)** due to the benefit administrator and Life Insurance Fiduciary , Met Life's, violation of **29 USC 1133** and **29 CFR 2560.503-1(b)(3)**, thereby breaching its fiduciary duty, pursuant to **29 USC 1104(a)**, when it imposed an unreasonable claim procedure, which:

- a. Sought to make a disability determination already made by **The PLAN**, since the Plaintiff has been determined to be permanently disabled since December 8, 2000 and has been on disability retirement since July 1, 2002 and;
- b. Required the plaintiff to follow a claim procedure, which caused the Plaintiff to have to pay his treating Physician to complete the disability section of the Met Life claim form.

WHEREFORE Plaintiff demands judgment against **Met Life**, for the following relief:

- c. Payment of Plaintiff's Disability Life Insurance benefit;
- d. Payment of any statutory penalties;
- e. All cost and legal expenses that Plaintiff has incurred and;
- f. Such other equitable and/or remedial relief as this Court deems appropriate and just;

Sixth Cause of Action

For Breach of Fiduciary Duty

(Against DPHH)

13. Plaintiff seeks appropriate equitable relief pursuant to **29 USC § 1132(a)(3)(B)(i)** and **29 USC 1109(a)** for **PLAN** Administrator and Fiduciary (DPHH) breaching its fiduciary duty, pursuant to **29 USC 1104(a)** when:
- a. It failed to provide a full and fair appeal process, regarding the SEDB Life Insurance payout (which is a disability benefit), by refusing to provide a second level of appeal pursuant to **29 USC 1133**, **29 CFR 2560.503-1(d)** and **(h)** and **65 FR at 70247, n.4**;
 - b. It failed to distribute the 1996 Summary Plan Description (**See the Second Cause of Action**);
 - c. It failed to distribute the Summary Of Material Modification, related to disability life insurance payout (**See the Third Cause of Action**);
 - d. It failed, pursuant to **29 USC 1105(a)**, by permitting Met life to institute an unreasonable claims procedure, relative to the Disability Life Insurance Payout (**See Fifth Cause of Action**).

WHEREFORE Plaintiff demands judgment against DPHH for the following relief:

- e. Payment of Plaintiff's Disability Life Insurance benefit;
- f. Payment of any statutory penalties;
- g. All cost and legal expenses that Plaintiff has incurred and;
- h. Such other equitable and/or remedial relief as this Court deems appropriate and just;

V. FACTS IN SUPPORT OF COMPLAINT

14. Plaintiff was hired as a Senior Systems Engineer by Delco Electronics, a division of General Motors(GM) on February 5, 1991.

15. Plaintiff was a participant in the Delphi Life & Disability Benefits Program, who during year 2000, and the years prior to his disability, had purchased the Supplemental Extended Disability Benefit (SEDB) from the Delphi Life & Disability Benefits Program (**The PLAN**).

16. Delco Electronics was spun off, from GM, as a part of Delphi Automotive Systems, on January 1, 1999.

17. At the time of the GM spin off, Plaintiff and other salaried employees were told to continue to use GM Benefit Plan documentation.

18. From the date of Plaintiff's original enrollment in **The PLAN**, through the Delphi spin off, through the course of the Plaintiff's continuing disability, until October

18, 2009, no Summary Plan Description, other than the GM SPD (**Your GM Benefits – March 1992**), had been distributed.

19. From the date of Plaintiff's original enrollment in **The PLAN**, through the course of the Plaintiff's continuing disability, until November 5, 2009, no Summary of Material Modification (SMM) regarding SEDB benefits was ever issued.

20. Plaintiff was a participant in the Delphi Life & Disability Benefits Program Plan, who during the years prior to his disability had purchased the Supplemental Extended Disability Benefit (**SEDB**) from the Delphi Life & Disability Benefits Program (**The PLAN**).

21. The Plan sponsor is DPH Holdings (DPHH-fka/ Delphi Automotive Systems)

22. **The PLAN** Administrator is DPH Holdings

23. **The PLAN** Fiduciary is DPH Holdings

24. The Benefit Administrator is Met Life.

25. The life insurance benefit Fiduciary is Met Life.

26. The life insurance carrier is Met Life.

27. Plaintiff became permanently disabled on December 8, 2000, after being employed for 9 years and 10 months.

28. The Plaintiff was employed for less than ten years and therefore was eligible for the **SEDB** Benefit, which included the option for the Disability Life Insurance payout..

29. Plaintiff Disability benefits are determined based on the commencement date of disability (according to SPD).

30. Plaintiff contends that the SPD in effect, at the commencement of his disability, is the GM SPD (**Your GM Benefits – March 1992**), since that is the only SPD distributed from the beginning of his employment and through the subsequent spin-off of Delphi, until the December 2001 - Delphi Automotive Systems Summary Plan Description (**Your Delphi Benefits**).

31. The 1996 SPD provided to the Plaintiff, during the appeal process (November 5, 2009) was not widely distributed.

32. The Spun-off Delphi distributed its first SPD in December 2001, which for the purposes of determining disability benefits, was not applicable to the Plaintiff, pursuant to **The PLAN's** rules.

33. The Plaintiff made his original inquiry regarding the SEDB life insurance payout in December 2003.

34. The Plaintiff submitted his original request for the SEDB Life Insurance Payout on January 10, 2004.

35. The benefit administrator, Met Life, responded by sending, to Plaintiff, a form for "**Early Payout to the Terminally Ill**", an incorrect form.

36. There was no follow-up by the benefit administrator.

37. The Plaintiff resubmitted his request for the SEDB Life Insurance Payout on March 12, 2009.

38. The Benefit Administrator and Life Insurance Fiduciary, Met Life, denied Plaintiff's application for benefits on June 3, 2009

39. The plaintiff appealed the decision denying his SEDB Life Insurance Benefit on July 31, 2009.

40. Met Life, the Benefit Administrator and Life Insurance Fiduciary, wrongly denied the Plaintiff's appeal on March 20, 2010.

41. The Plaintiff appealed the second denial to **The PLAN's** Employee Benefit Plans Committee (EBPC) on April 14, 2010.

42. The EBPC refused to review the prior adverse ruling, which is in direct conflict with **29 CFR 2560.503-1(d)**, thereby wrongly denying Plaintiff an impartial review and his Disability Life Insurance Payout. The refusal letter was received on May 10, 2010.

43. Plaintiff exhausted **The PLAN's** Extended Disability Benefit (EDB) and began receiving SEDB monthly benefits on October 15, 2010.

44. Pursuant to the GM 1992 SPD, Plaintiff was eligible to begin receiving SEDB life insurance payments of \$4890 per month, beginning on October 15, 2010, with them continuing until a total of \$100,000 had been paid (about July, 2012).

45. Met Life stated in its final ruling and during the course of its second review that the SEDB Life Insurance payout had been eliminated in the 1994 Benefits Enrollment Document and the (undistributed) 1996 SPD, respectively.

46. However, The Plan Administrator (Delphi) failed to issue an SMM or an SPD as required by **29 USC 1024(b)**.

47. The 1994 Benefit Enrollment Document is an inadequate and improper notification of the SEDB benefit change for the following reasons:

- a. The enrollment document change, regarding the SEDB Life Insurance Payout, was not included in the SEDB section of the enrollment document.

- b. The “What’s Important for 1994” section of the enrollment booklet makes no reference to a change in the SEDB program, although it referenced other changes in benefit programs.
- c. The nature of the “Easy Enrollment Process” eliminated the need to read most of the benefit book, in particular, the section that contained the change to SEDB life insurance payout, if no change was being made to the employee benefit selection.
- d. The Plaintiff made no changes in his benefits selections among the benefit years of 1993, 1994 and 1995.
- e. The enrollment document does not meet the statutory standards for an SPD or an SMM.
- f. The cover of the enrollment document plainly states that “*plan documents have the final word over any oral or written statements*”. Thus, the enrollment document, as a written statement, is subordinate to the 1992 SPD, which was the last SPD to be distributed prior to 2001.

48. Thus, Defendants have wrongly denied Plaintiff’s request for his Disability Life Insurance payout.

49. The Plaintiff has exhausted all administrative remedies and procedures made available to him by the Defendants.

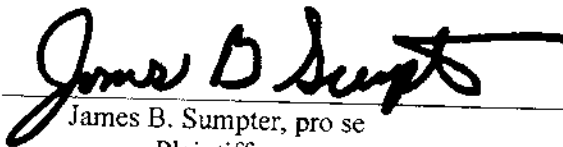
VI. PRAYER FOR RELIEF

WHEREFORE, plaintiff respectfully requests this Court to:

50. Exercise jurisdiction in this case and award to Plaintiff payment of the SEDB life insurance benefit of \$ 100,000, to which he is entitled;
51. Award payment of any statutory penalties;
52. Award to Plaintiff all cost and legal expenses that Plaintiff has incurred;
53. Award to Plaintiff all appropriate pre-judgment and post-judgment interest and;
54. Award to Plaintiff such other equitable and/or remedial relief that the Court deems appropriate and just.

VII. SIGNATURE

Signed this 4th day of March, 2013

By: 
James B. Sumpter, pro se
Plaintiff

James B. Sumpter, pro se
21169 Westbay Circle
Noblesville, IN 46062

Phone 317-877-0736
Fax 317-877-1070
E-mail jsump@ieee.org

EXHIBIT 5

IN THE UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

-----	:	X
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	:	X

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On or before October 9, 2009, I caused to be served the document listed below upon the parties listed on Exhibit A hereto via postage pre-paid U.S. mail:

Notice of (A) Order Approving Modifications to First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession and (B) Occurrence of Effective Date (Docket No. 18958)

On or before October 13, 2009, I caused to be served the appropriate number of copies of the document listed below (i) upon the service list attached hereto as Exhibit B, for subsequent distribution to beneficial holders of Common Stock, CUSIP 172737 10 8; 6 ½% Notes due 2009, CUSIP 247126 AB 1; 7 1/8% Notes due 2029, CUSIP 247126 AC 9; 6.55% Notes due 2006, CUSIP 247126 AD 7; 6.50% Notes due 2013, CUSIP 247126 AE 5; 8 ¼% Adjustable Rate Subordinated Note due 2033, CUSIP 247126 AF 2; and 6.197% Junior Subordinated Note due 2033, CUSIP 247126 AG 0, via Overnight mail and hand delivery; (ii) upon the parties set forth on Exhibit C via postage pre-paid U.S. Mail; (iii) upon the registered holders of Common Stock listed on Exhibit D, provided by Computershare as transfer agent, via postage pre-paid U.S. Mail; and (iv) upon the service list attached hereto as Exhibit E via Electronic mail.

Notice of (A) Order Approving Modifications to First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession and (B) Occurrence of Effective Date (Docket No. 18958)



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EXHIBIT 6

Metropolitan Life Insurance Company
25300 Telegraph Road, Suite 580
Southfield, Michigan 48033
lcoughenour@metlife.com

Lonnie R. Coughenour
Client Services Consultant
National Accounts – Detroit Customer Unit
Client Services

March 20, 2010

Mr. James Sumpter
21163 Westbay Circle
Noblesville, IN 46202

RE: APPEAL OF DENIAL OF TOTAL AND PERMANENT DISABILITY BENEFITS - BASIC LIFE
INSURANCE UNDER THE DELPHI LIFE AND DISABILITY BENEFITS PROGRAM FOR SALARIED
EMPLOYEES, GROUP POLICY NUMBER 95746-G

Dear Mr. Sumpter:

This will respond to your request for MetLife to reconsider the denial of your application to receive a payout of Basic Life Insurance under the Total and Permanent Disability provision previously provided under the General Motors Life and Disability Benefits Program for Salaried Employees. We have carefully reviewed all records, documentation and statements that have been submitted and for the reasons stated below, we must continue to uphold the denial of Basic Life Insurance benefits.

As an initial matter, your participation in the General Motors Life and Disability Benefits Program was transitioned to the Delphi Life and Disability Benefits Program for Salaried Employees when you became an employee of Delphi Automotive Systems Corporation (a/k/a Delphi Corporation), a General Motors spin-off, on January 1, 1999. The Delphi Life and Disability Benefits Program for Salaried Employees (the "Plan") is a welfare benefit plan regulated by federal law, specifically the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), 29 U.S.C. §§ 1001-1461. MetLife, as claims fiduciary of the Life Insurance Benefits, is required to make determinations in accordance with ERISA and the terms of the Plan.

As part of your request for reconsideration, you point to the provisions stated in the Summary Plan Description entitled "Your GM Benefits – A Handbook for Salaried Employees in the United States" dated March 1992, applicable to salaried GM employees actively at work on or after October 1, 1990. On page 34 of that document it states, in part, that if you become totally and permanently disabled, and have less than 10 years of participation as of the date you become totally and permanently disabled, you may elect to receive a monthly installment payout of your Basic Life Insurance. You also state that "although Delphi was spun off from General Motors in May 2000", salaried employees were "instructed to continue to use the GM-1992 SPD" and, under those provisions, you are eligible for, and have submitted sufficient evidence that, you have met all requirements and that your claim for a payout of Basic Life Insurance should be approved.

Our review of the General Motors Life and Disability Benefits Program for Salaried Employees indicates that the provision that allowed a payout of Basic Life Insurance for total and permanent disability was eliminated effective January 1, 1994. The elimination of this provision was communicated to all salaried employees in their Annual Enrollment materials for the 1994 Plan Year, a copy of which is enclosed. Please refer to page 34 of this document. As a result, the provision was deleted from the Summary Plan Description, dated August 1995, which was previously provided to you.

(Continued)

James Sumpter – Request for Reconsideration – Page 2

We can find no historical evidence that salaried General Motors employees who transitioned to Delphi on January 1, 1999 were advised that they would continue to be subject to the provisions stated in the 1992 Summary Plan Description and would not be subject to subsequent provisions stated in Summary Plan Descriptions dated after March 1992.

In addition, a review of your work record indicates the following:

- Hire Date (GM): February 5, 1991
- Actively at Work (GM): February 5, 1991 through April 21, 1998
- Short Term Disability Leave (GM): April 22, 1998 through July 6, 1998
- Actively at Work (GM): July 6, 1998 through December 31, 1998
- Transition to Delphi and Actively at Work: January 1, 1999 through December 7, 2000
- Approved Disability Leave (Delphi): December 8, 2000 through June 31, 2002
- Disability Retirement (Delphi): Effective July 1, 2002

Therefore, we must continue to uphold the denial of a payout of Basic Life Insurance because:

1. The provision was eliminated by General Motors effective January 1, 1994;
2. You were actively at work as of January 1, 1994 and therefore subject to all provisions of the General Motors Life and Disability Benefits Program for Salaried Employees on and after such date;
3. The provision of a payout of Basic Life Insurance due to total and permanent disability was not a provision of the Delphi Life and Disability Benefits Program for Salaried Employees when you transitioned to Delphi on January 1, 1999;
4. You were actively at work with Delphi on January 1, 1999; and
5. You did not apply for a payout of your Basic Life Insurance until April 11, 2009, long after the provision was eliminated under General Motors.

This concludes MetLife's review. Please be advised that under ERISA, you have the right to bring a civil action under Section 502(a) of ERISA.

Sincerely,

Lonnie R. Coughenour

Lonnie R. Coughenour
Client Services Consultant
MetLife – Detroit Customer Unit

EXHIBIT 7

Metropolitan Life Insurance Company
P. O. Box 5164
Southfield, MI 48086-5164
1-866-DELPHI4 (335-7444)
1-888-888-2860 TTY

MetLife

June 3, 2009

James Sumpter
21169 Westbay Circle
Noblesville, IN 46062

**RE: Total & Permanent Disability Benefits, a payout of your Basic Life Insurance
Group: 14000-- Salaried**

Dear Mr. Sumpter:

We have completed our review of your application for Total and Permanent Disability Benefits under the Delphi Life and Disability Program. For the reasons outlined below, your request is being denied.

During your period of disability, you were covered under the Delphi Life and Disability Benefits Program. The Life and Disability Benefits Program is provided by Delphi Corporation under the provisions of a self-funded Employee Welfare Benefit Plan as described in the Employee Retirement Income Security Act (ERISA). MetLife is the claims administrator of the Delphi Life and Disability Benefits Program.

As you know, the Delphi Life and Disability Benefits Program provides in part that a salaried employee may be eligible for a payout of his/her Basic Life Insurance benefits if:

- 1) The employee last worked between January 1, 1974 and December 31, 1993, and
- 2) The employee had less than 10 Years of Participation at the time he/she became totally and permanently disabled, and
- 3) The employee became totally and permanently disabled prior to the end of the month of his/her 70th birthday, and
- 4) The employee exhausted his/her Extended Disability Benefits, and
- 5) The employee provided satisfactory written proof of such disability.

Our review of your application for Total and Permanent Disability Benefits finds that you do not meet the above criteria because you last worked on December 7, 2000, which date is after December 31, 1993. In addition, you have not exhausted your Extended Disability Benefits. Therefore, in view of the information above, you are not eligible for a payout of your Basic Life Insurance benefit.

You may appeal this decision by sending a written request to Metropolitan Life, P. O. Box 5164, Southfield, Michigan, 48037-5164, within 180 days of the date you receive this letter. Please include in your appeal letter the reason(s) you believe your claim was improperly denied, and submit any additional comments, documents, records or other information relating to your claim

Met_LLET - II

Met L LET - II

EXHIBIT 8

21169 Westbay Circle
Noblesville, IN 46062
June 11, 2009

Metropolitan Life Insurance Company
P O Box 5164
Southfield, MI 48086-5164

RE: Claim Denial dated 3-JUN-2009
Total & Permanent Disability Benefits, a payout of Basic Life Insurance
Group: 1400-Salaried
Claim Denial dated 3-JUN-2009
James B. Sumpter 245-86-3966

I am writing to formally request a copy of all documentation, records and all other information related to my claim and your decision. I am requesting that you include the Salaried Plan Document that you referred to in your decision. I am also requesting a copy of the Life insurance policy that applies to this claim. I would also like you to specifically state which SPD you believe was in force at the time of the commencement of my disability, which was 7-DFC-2000. Please also provide the publication date of the SPD.

I am requesting, wherever possible that you provide me all requested documentation in electronic form. The preferred way is for you to send me one or more e-mails with a PDF version of the documents attached.

I am also requesting that you provide the name of the person responsible for this decision and a telephone number so that I can communicate directly with them. I have had difficulty reaching a knowledgeable person through your phone system and messages that I have left have not been returned.

Please also provide a fax number where I can send communications.

My contact information follows:

Phone	317-877-0763	Fax	317-877-1070
e-mail	jsump@ieee.org		

Sincerely,

James B. Sumpter

JBS LET - III

EXHIBIT 9

21169 Westbay Circle
Noblesville, IN 46062
July 6, 2009

Metropolitan Life Insurance Company
P O Box 5164
Southfield, MI 48086-5164

RE: Claim Denial dated 3-JUN-2009
Total & Permanent Disability Benefits, a payout of Basic Life Insurance
Group: 1400-Salaried
Claim Denial dated 3-JUN-2009
James B. Sumpter 245-86-3966

I am writing to formally notify that I intend to appeal your decision denying my claim. However, I cannot properly prepare my appeal without the documentation that I requested on June 11. I have attached a copy of that request for your reference. Please expedite the delivery of the requested information.

I am requesting that you also provide a detailed description of the complete appeal procedure. Please provide with this description any required forms, all critical timing requirements, and the appropriate correspondence address for each phase of the appeal process.

You should note that I am aware that Delphi is in bankruptcy and has a pending plan for emergence. I am not sure how Delphi's bankruptcy affects my claim. However, in an effort to preserve my rights, I will be filing an administrative claim with the bankruptcy court (prior to July 15, 2009) for the \$97,788 permanent disability life insurance benefit.

My contact information follows:

Phone	317-877-0763	Fax	317-877-1070
e-mail	jsump@ieee.org		

Sincerely,

James B. Sumpter

JBS LET - IV

EXHIBIT 10

Saved July 9, 2009

Rec'd via e-mail w/ two attachments

Original Recipients:

To: jsump@ieee.org

Cc:

Dear Mr. Sumpter:

This will respond to your letter dated June 11, 2009 requesting a copy of the records relevant to your claim, including a PDF version of the Summary Plan Description, and the Life Insurance Certificate.

You are covered under the Delphi Life and Disability Benefits Program for Salaried Employees. The Disability Benefits Program is provided by Delphi Corporation under the provisions of a self-funded Employee Welfare Benefit Plan as described in the Employee Retirement Income Security Act (ERISA). Metropolitan Life is the claims administrator of the Life and Disability Benefits Program.

Pursuant to your request, attached please find a copy of the publication entitled, Summary Plan Description For Salaried Employees hired on or before December 31, 2000 and/or with a service date on or before December 31, 2000. I have also attached a copy of the Life Insurance Certificate for the Salaried Plan 1998-1999. As you last worked on December 7, 2000, this is the agreement under which you were covered.

I hope this information will be of assistance to you. However, if you have any additional questions, please feel free to contact me in writing at: Metropolitan Life Insurance Company, National Benefit Center, Correspondence and Claims Review, Litigation & Appeals, P.O. Box 5164, Southfield, MI 48086-5164.

Metropolitan Life reserves all rights, limitations, exclusions and defenses available under the Program and ERISA. Nothing in this letter shall be construed as a waiver thereof.

Sincerely,

Met_LLET - V

Peggy A. Martin
Litigation and Appeals Analyst

(See attached file: Delphi Summary Plan Description_(PRE)Hired or service date on or before 12-31-2000.pdf) (See attached file: 1998 Salaried Combo Cert-final.pdf)

The information contained in this message may be CONFIDENTIAL and is for the intended addressee only. Any unauthorized use, dissemination of the information, or copying of this message is prohibited. If you are not the intended addressee, please notify the sender immediately and delete this message.

Saved July 9, 2009

Rec'd via e-mail w/ two attachments

Complete PDF document received
as e-mail attachment 9-JUL-2009

Summary Plan Description

For salaried employees hired on or
before December 31, 2000 and/or
with a service date on or before December 31, 2000

DELPHI
Automotive Systems

Met_LLET - V

Saved July 9, 2009

Rec'd via e-mail w/ two attachments

Complete PDF document received
as e-mail attachment 9-JUL-2009

MetLife

Metropolitan Life Insurance Company

A Mutual Company Incorporated in New York State

Certifies that under and subject to the terms and conditions of the Group Policies issued to the Policyholder coverage is provided for each Employee as defined herein

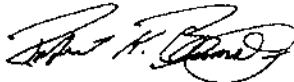
The date when an Employee is eligible for coverage is set forth in the form with the title Eligibility for Benefits

The date when an Employee's Personal Benefits become effective is set forth in the form with the title Effective Dates of Personal Benefits.

The date when an Employee's Dependent Benefits become effective is set forth in the form with the title Effective Dates of Dependent Benefits

The amounts of coverage are determined by the form with the title Schedule of Benefits

Metropolitan Life Insurance Company,



Robert H. Benmosche
Chairman, President and Chief Executive Officer

Policyholder DELPHI AUTOMOTIVE SYSTEMS CORPORATION

Group Policies Nos. 95746-G Basic Life Insurance, Accidental Death Insurance
95761-G Optional Life Insurance
95763-G Dependent Life Insurance

Salamed Plan

May 28 1999

Accelerated Benefits may be taxable. If so, You or Your Beneficiary may incur a tax obligation. As with all tax matters, You should consult Your personal tax advisor to assess the impact of this benefit.

If any prior certificate relating to the coverage set forth herein has been given to the Employee, such certificate is void.

Form G 23000-Cert -1

Met_L LET - V

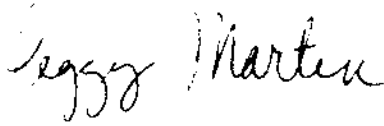
EXHIBIT 11



James Sumpter

Metropolitan Life reserves all rights, limitations, exclusions, and defenses available under the Program and ERISA. Nothing in this letter shall be construed as a waiver thereof.

Sincerely,



Litigation and Appeals Analyst
Metropolitan Life
National Benefit Center

Enclosures

Met_L LET - VI

EXHIBIT 12

21169 Westbay Circle
Noblesville, IN 46062
July 31, 2009

Metropolitan Life Insurance Company
P O Box 5164
Southfield, MI 48086-5164

RE: Appeal of Claim Denial Dated 3-JUN-2009
Total & Permanent Disability Benefits, a Payout of Basic Life Insurance
Group: 1400-Salaried
Claim Denial dated 3-JUN-2009
James B. Sumpter 245-86-3966

I am writing to formally appeal the decision regarding my request for disability payout of my Basic Life Insurance. In your denial letter, you listed five requirements that must be met:

- 1) The employee last worked between January 1, 1974 and December 31, 1993, and
- 2) The employee had less than 10 Years of Participation at the time he/she became totally and permanently disabled, and
- 3) The employee became totally and permanently disabled prior to the end of the month of his/her 70th birthday, and
- 4) The employee exhausted his/her Extended Disability Benefits, and
- 5) The employee provided satisfactory written proof of such disability.

Based on your response, you are aware that:

- a. I am retired on total and permanent disability
- b. I have provided medical proof of my disability to Delphi
- c. On the commencement of my disability (7-DEC-2000) I had less than ten years of participation.

Since you have my records, you also know that, at the commencement of my disability, I was 48 years old.

Therefore, Based on your response there is no issue with items #2, #3 and #5.

Regarding #1: It is unclear where you derived these requirements. You neither sent nor referenced any documentation with this requirement. In addition, at the commencement of my disability I was subject to the General Motors Salaried Plan Document of 1992. Although Delphi was spun off from GM in May of 2000, employees were instructed to continue to use the GM-1992 SPD.

JBS LET VII

The next SPD was not issued until December 2001. However, for disability purposes, benefits are based on the employee's status at the commencement of disability. (Page 33 from GM SPD-1992) At the commencement of disability, disability benefits are vested. Otherwise, my years of service, which accumulated for another 12 months would be 10 years and 10 months; and there would have been no need to purchase supplemental extended disability coverage and my extended disability would have been scheduled to continued until I was 65 years old.

Therefore, I am asserting that the SPD GM-1992 is the plan on which my application for Basic Life Insurance is governed. Therefore, your denial of benefits based, in part, on **Requirement #1** is in error and does not apply.

Regarding #4: You have established that I am continuing to receive extended disability benefits. My hire date was 4-FEB-1991. Therefore the following are true:

1. At the commencement of my disability, I had participated for 9 years and 10 months, which is less than ten years.
2. My extended disability will end on or about 7-OCT-2010.

The rules regarding Disability Pay out of Basic Life insurance does not require that extended disability benefits be exhausted before I can apply for the pay out benefit. (See page 34 SPD GM-1992.). The Plan only states that payments will commence after I have received my final monthly payment of extended disability benefits. Therefore your rejection based, in part, on **Requirement # 4** does not apply.

The rules regarding Disability Pay out of Basic Life insurance do not explicitly state that I must be enrolled for basic life insurance at the time that I make my request. However, it is implied. At the time that I made my request (12-March-2009), I was covered by basic life insurance.

Therefore, I have established by all applicable rules that on March 12, 2009, I was eligible to request early payout of Basic Life Insurance. It should also be noted at the time that I requested the pay out, the disability plan was in force and the Basic Life insurance was in force.

One of the documents you sent me concerning this early disability payout was a 1998-1999 insurance certificate. According to the information you sent me, this was the insurance plan that was in force on 7-DEC-2000. It should be noted that the requirements for early disability payout specified in the insurance plan are not consistent with the requirements you listed in your denial letter. Nor are the life insurance plan requirements consistent with the SPD (GM-1992) in force at the commencement of my disability. Thus, the documents you sent me are contradictory and confusing.

Since the U. S. Supreme Court has ruled that the SPD is the governing document when contradictions exist, I continue to rely on the SPD that was in force at the commencement of my disability. It should also be noted that the Delphi SPD- Dec-2001 was in force at the time I retired. However, the GM-1992 SPD was the governing document at the commencement of my disability

JBS LET VII

Therefore, I expect you to affirm that I am approved for disability payout of basic life insurance and that payments will commence no later than October 7, 2010.

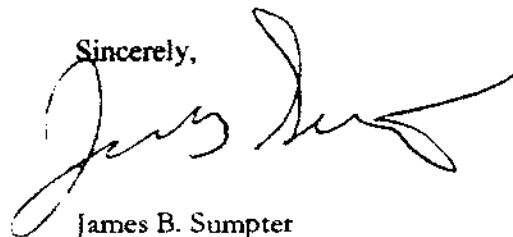
As you are aware, Delphi is currently in bankruptcy. However, the court has approved a reorganization plan, which includes the PGBC taking over all pension responsibilities. At that time, Delphi will no longer be making extended disability payments. Therefore, it's reasonable to interpret this event as sufficient to begin the early payout. Reports indicate that the takeover of the PGBC will be complete before the end of the third quarter of 2009. As a result, I believe it is possible that the early pay out could commence at that time. In fact, I can see no impediment to you making a lump sum payment for the full amount.

Beginning the disability basic life insurance payout sooner, may also limit administration expense and complexity, since you will not have to manage the payout process through 2012 or 2013. If you choose not to make a lump sum payment coincident with the PGBC takeover, I am requesting that the disability basic life insurance payout of **\$100,000.00** be placed in a secure trust account until all payments are issued (My basic life insurance coverage amount is \$195,600.00. According to the SPD the maximum payout is limited to \$100,000.00).

My contact information follows:

Phone	317-877-0763	Fax	317-877-1070
e-mail	jsump@ieec.org		

Sincerely,



James B. Sumpter

JBS LET VII

Your **GM** **BENEFITS**



**A Handbook for Salaried Employees
in the United States**



JBS LET VII

Extended Disability Benefits Are Reduced By...

any monthly Part A benefits and Part B supplementary benefits (see pages 48 and 49) for which you may be eligible under the GM Retirement Program and any benefit for which you are eligible under any other GM retirement or pension plan. In addition, governmental benefits, such as workers compensation, certain Social Security benefits, or any federal or state lost-time disability benefits, are deductible. Increases in any of these benefits payable after extended disability benefits commence will not be deducted, unless the increase represents an adjustment in the original determination of the amount of such benefit. **A retroactive award of any of these benefits will**

create an overpayment of extended disability benefits which were paid for the same period of disability.

You will be required to apply for Social Security Disability Insurance Benefits (SSDIB) under a special procedure designed to handle the offset of SSDIB against extended disability benefits. You also will be required to repay any overpayment incurred due to receipt of an SSDIB award.

To Apply for Extended Disability Benefits -

complete a claim form provided by GM for that purpose and return it to the office which administers your disability benefits.

IN CASE YOU BECOME TOTALLY AND PERMANENTLY DISABLED

Life and Disability Benefits Program Benefits

You may be totally and permanently disabled if you are not regularly employed, and on the basis of medical evidence satisfactory to GM you are wholly and permanently prevented, as a result of injury or disease, from working at the GM location where you last worked.

- If You Have Less Than 10 Years of Participation

you may elect to receive a monthly instalment payout of your basic life insurance if you become totally and permanently disabled while your length of service is unbroken.

The monthly instalment will be in an amount equal to the amount of your final monthly extended disability benefit. Payment will commence after you have received your final monthly extended disability benefit payment. Supplemental extended disability benefits may be payable concurrently under the Flexible Compensation Program with a monthly instalment payout of your basic life insurance.

Any monthly instalment payments to which you are entitled will continue until the total amount paid equals the amount of your basic life insurance, up to \$100,000. Your basic life insurance will be canceled immediately prior to the commencement of the monthly payment. In the event your basic life insurance exceeds \$100,000, you will be entitled to convert the

excess amount to an individual policy (see page 70).

If you should die before you receive the full amount of your basic life insurance, or \$100,000, if less, your designated beneficiary will be paid any remaining unpaid amount under the Beneficiary's Total Control Account Program, as described on page 57.

To apply for instalment payment of your basic life insurance, complete a claim form provided by GM for that purpose and return it to the office which administers your life insurance.

- If You Have 10 or More Years of Participation

your basic life, extra accident, and survivor income benefit insurance will be continued at no cost to you while you are totally and permanently disabled prior to age 65. At age 65, your survivor income benefit insurance will cancel and your basic life insurance will begin to reduce (see page 58). However, your extra accident insurance will cancel at the earlier of your (1) attainment of age 65 or (2) retirement.

Unreduced Retirement Program Benefits May Be Payable . . .

each month for the rest of your life if you are under age 65, with 10 or more years of credited service (see page 49).



JBS LET VII

Litho in U.S.A.

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MARCH '992

EXHIBIT 13

Hearing Date And Time: November 18, 2009 at 10:00 a.m. (prevailing Eastern time)
Response Date And Time: November 11, 2009 at 4:00 p.m. (prevailing Eastern time)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 155 North Wacker Drive
 Chicago, Illinois 60606
 (312) 407-0700
 John Wm. Butler, Jr.
 John K. Lyons
 Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 Four Times Square
 New York, New York 10036
 (212) 735-3000
 Kayalyn A. Marafioti

Attorneys for DPH Holdings Corp., et al.,
 Reorganized Debtors

DPH Holdings Legal Information Hotline:
 Toll Free: (800) 718-5305
 International: (248) 813-2698

DPH Holdings Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

-----	- x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
-----	- x	

REORGANIZED DEBTORS' THIRTY-SEVENTH OMNIBUS OBJECTION PURSUANT TO 11
 U.S.C. § 503(b) AND FED. R. BANKR. P. 3007 TO EXPUNGE CERTAIN (I) PREPETITION
 CLAIMS, (II) EQUITY INTERESTS, (III) BOOKS AND RECORDS CLAIMS, (IV) UNTIMELY
 CLAIMS, (V) PAID SEVERANCE CLAIMS, (VI) PENSION,
BENEFIT, AND OPEB CLAIMS, AND (VII) DUPLICATE CLAIMS

("THIRTY-SEVENTH OMNIBUS CLAIMS OBJECTION")



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DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (the "Reorganized Debtors" or "DPH Holdings") hereby submit this Thirty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit, And OPEB Claims, And (VII) Duplicate Claims (the "Thirty-Seventh Omnibus Claims Objection" or the "Objection"), and respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, Delphi Corporation and certain of its affiliates (the "Debtors"), predecessors of the Reorganized Debtors, filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code").

2. On December 10, 2007, the Debtors filed their first amended joint plan of reorganization (Docket No. 11386) (the "Plan") and related disclosure statement (Docket No. 11388). The Court entered an order confirming the Plan (as modified) (Docket No. 12359) (the "Confirmation Order") on January 25, 2009, and the order became final on February 4, 2008.

3. On October 3, 2008, the Debtors filed a motion under 11 U.S.C. § 1127 for an order approving (i) certain modifications to the Confirmed Plan and related disclosure statement and (ii) related procedures for re-soliciting votes on the Confirmed Plan, as modified (Docket No. 14310) (the "Plan Modification Motion"). On June 1, 2009, the Debtors filed a supplement to the Plan Modification Motion (the "Motion Supplement"), which sought approval of (i) certain modifications to the Confirmed Plan (the "Modified Plan"), (ii) supplemental disclosure, and (iii) procedures for re-soliciting votes on the Modified Plan. After holding a final

plan modification hearing on July 29 and 30, 2009, this Court entered an order approving the Modified Plan (Docket No. 18707) on July 30, 2009.

4. On October 6, 2009, the Debtors substantially consummated the Modified Plan, the Effective Date occurred, and the transactions under the Master Disposition Agreement and related agreements closed. In connection therewith, DIP Holdco 3, LLC, a Delaware limited liability company, acquired substantially all of the Debtors' global core businesses, and GM Components Holdings, LLC, a Delaware limited liability company, acquired the Debtors' non-core steering business and certain U.S. manufacturing plants. The Reorganized Debtors have emerged from chapter 11 as DPH Holdings and affiliates and remain responsible for the post-Effective Date administration and eventual closing of the chapter 11 cases as well as the disposition of certain retained assets and payment of certain retained liabilities as provided for under the Modified Plan.

B. Administrative Claims Bar Dates

5. Pursuant to Article 10.2 of the Modified Plan and paragraph 38 of the Order (A)(I) Approving Modifications To Debtors' First Amended Plan Of Reorganization (As Modified) And Related Disclosures And Voting Procedures And (II) Setting Final Hearing Date To Consider Modifications To Confirmed First Amended Plan Of Reorganization And (B) Setting Administrative Expense Claims Bar Date And Alternative Transaction Hearing Date entered June 16, 2009 (Docket No. 17032) (the "Modification Procedures Order"), this Court established July 15, 2009 (the "July 15 Bar Date") as the bar date for asserting a claim for an administrative expense under section 503(b)(1) of the Bankruptcy (each, an "Administrative

Claim") for the period from the commencement of these cases through June 1, 2009.¹ On or before June 20, 2009, in accordance with the Modification Procedures Order, the Debtors caused Kurtzman Carson Consultants LLC ("KCC") and Financial Balloting Group LLC or their agents to transmit with the resolicitation materials in connection with the Modified Plan a Notice Of Bar Date For Filing Proofs Of Administrative Expense describing the procedures for asserting an Administrative Claim.

6. In addition, Articles 1.5 and 10.5 of the Modified Plan establish 30 days after the Effective Date (as defined in the Modified Plan) (the "Post-Emergence Bar Date") as the bar date for asserting an Administrative Claim for the period between June 1, 2009 and the Effective Date, unless otherwise ordered by this Court.² Because the Effective Date was October 6, 2009, the Post-Emergence Bar Date is November 5, 2009. On or before October 6, 2009, in accordance with the Modified Plan, the Reorganized Debtors caused KCC to transmit to all parties identifying themselves as creditors of the Reorganized Debtors, as well as those holding equity interests in the Reorganized Debtors, a Notice Of (A) Order Approving Modifications To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession And (B) Occurrence Of Effective Date. The notice described, among other things, the procedures for asserting an Administrative Claim arising between June 1, 2009 and the Effective Date.

¹ On July 15, 2009, this Court entered the Stipulation And Agreed Order Modifying Paragraph 38 Of Modification Procedures Order Establishing Administrative Expense Bar Date (Docket No. 18259) to require parties to submit an Administrative Expense Claim Form for Claims for the period from the commencement of these cases through May 31, 2009 rather than through June 1, 2009.

² Professional Claims are not subject to the Post-Emergence Bar Date and are instead subject to the provisions of Article 10.3 of the Modified Plan.

7. On or before June 22, 2009, the Debtors published the notice of the July 15 Bar Date in the Detroit News & Free Press, the New York Times (National Edition), the Wall Street Journal (National, Europe, and Asian Editions), and USA Today (Worldwide Edition) and electronically through posting on the then-current Delphi Legal Information Website

8. As of the date of this Objection, 2,723 proofs of administrative expense (the "Proofs of Administrative Expense") have been filed against the Reorganized Debtors in these cases. This is the first omnibus objection to administrative expense claims.

9. In this Objection, the Reorganized Debtors are objecting to 996 Proofs of Administrative Expense, all of which are set forth by Claimant in alphabetical order on Exhibit I hereto and cross-referenced by proof of administrative expense number and basis of objection.

Relief Requested

10. By this Objection, the Reorganized Debtors seek entry of an order pursuant to section 503(b) of the Bankruptcy Code and Bankruptcy Rule 3007(a) allowing and expunging the Administrative Claims (a) set forth on Exhibit A hereto because each such purported Administrative Claim arose prior to October 8, 2005 and therefore does not qualify as an Administrative Claim under section 503(b)(1) of the Bankruptcy Code, (b) set forth on Exhibit B hereto because each such Administrative Claim was filed by a holder of Delphi Corporation common stock solely on account of such holder's stock holding, (c) set forth on Exhibit C hereto because they are not reflected on the Reorganized Debtors' books and records, (d) set forth on Exhibit D hereto because they were untimely filed after the July 15 Bar Date established pursuant to Article 10.2 of the Modified Plan and paragraph 38 of the Modification Procedures Order, (e) filed by former employees asserting liabilities for severance payments set forth on Exhibit E hereto because the holders of such Administrative Claims have been paid their severance in full, (f) set forth on Exhibit F hereto for liabilities owing in connection with the

Debtors' employee benefit programs, pension plans, and other post-employment benefits programs because the Reorganized Debtors are not liable for such Administrative Claims, and (g) set forth on Exhibit G hereto because they are duplicative of other Administrative Claims.

Objections To Claims

C. Prepetition Claims

11. During the Reorganized Debtors' review of the Proofs of Administrative Expense, the Reorganized Debtors determined that certain Administrative Claims filed against the Reorganized Debtors assert liabilities or dollar amounts in connection with claims arising prior to October 8, 2005 that are not properly classified as administrative expenses for the purposes of section 503(b)(1) of the Bankruptcy Code (the "Prepetition Claims"). Set forth on Exhibit A hereto are the Prepetition Claims that the Reorganized Debtors have identified as prepetition Claims for which the Reorganized Debtors have no administrative liability. Accordingly, the Reorganized Debtors (a) object to the Prepetition Claims and (b) seek entry of an order disallowing and expunging the Prepetition Claims in their entirety.

D. Equity Interests

12. During their review of the Proofs of Administrative Expense, the Reorganized Debtors determined that certain Administrative Claims filed against the Reorganized Debtors represent proofs of interest that were filed by or on behalf of holders of common stock in Delphi Corporation (the "Equity Interests"). The Debtors caused the Claims Agent to serve notice of the July 15 Bar Date on holders of Delphi Corporation common stock to ensure that holders of stock who wished to assert administrative claims against any of the Reorganized Debtors that were not based solely upon their ownership of Delphi common stock would be afforded the opportunity to file such claims in these chapter 11 cases. The ownership of Delphi Corporation common stock constitutes an equity interest in Delphi Corporation, but

does not constitute an Administrative Claim arising under section 503(b)(1) of the Bankruptcy Code.

13. Identified on Exhibit B are Equity Interests for which the Reorganized Debtors have no administrative claim liability. The Reorganized Debtors therefore seek to have these Administrative Claims disallowed and expunged. Accordingly, the Reorganized Debtors (a) object to the Equity Interests and (b) seek entry of an order disallowing and expunging the Equity Interests in their entirety.

E. Books And Records Claims

14. During their review of the Proofs of Administrative Expense, the Reorganized Debtors determined that certain Administrative Claims filed against the Reorganized Debtors assert dollar amounts or liabilities that are not owing pursuant to the Reorganized Debtors' books and records (the "Books And Records Claims"). Accordingly, the Reorganized Debtors believe that the parties asserting Books And Records Claims are not administrative creditors of the Reorganized Debtors. The Reorganized Debtors determined that they are not liable for the Books And Records Claim because the Reorganized Debtors' books and records do not reflect the existence of the asserted Claim or of the claimant asserting such Administrative Claim.

15. Just as a claimant's proof of claim is entitled to the presumption of prima facie validity under Bankruptcy Rule 3001(f) only until an objecting party refutes "'at least one of the allegations that is essential to the claim's legal sufficiency,'" In re WorldCom, Inc., No. 02-13533, 2005 WL 3832065, at *4 (quoting In re Allegheny Int'l, Inc., 954 F.2d 167, 173-74). A proof of administrative expense should not be presumed valid once an objecting party offers a basis to refute it. Instead, once such an allegation is refuted, the burden should revert to the

claimant to prove the validity of the administrative claim by a preponderance of the evidence. Cf. Id.

16. Set forth on Exhibit C hereto are the Books And Records Claims that the Reorganized Debtors have identified as Claims for which the Reorganized Debtors have no administrative liability. The Reorganized Debtors object to the Books And Records Claims because the Reorganized Debtors have no liability in respect thereof. If this Court does not disallow and expunge these Administrative Claims in full, the Reorganized Debtors expressly reserve all of their rights to further object to the Books And Records Claims at a later date on any basis whatsoever.

17. Accordingly, the Reorganized Debtors (a) object to the Books And Records Claims and (b) seek entry of an order disallowing and expunging the Books And Records Claims in their entirety.

F. Untimely Claims

18. During their review of the Proofs of Administrative Expense, the Reorganized Debtors have determined that certain Proofs of Administrative Expense were received by KCC after the July 15 Bar Date (the "Untimely Claims"). The Reorganized Debtors object to the Untimely Claims because there were not timely filed pursuant to Article 10.2 of the Modified Plan and paragraph 38 of the Modification Procedures Order. The Untimely Claims are identified on Exhibit D hereto. Accordingly, the Reorganized Debtors (a) object to the Untimely Claims and (b) seek entry of an order disallowing and expunging the Untimely Claims in their entirety.

G. Paid Severance Claims

19. During their review of the Proofs of Administrative Expense, the Reorganized Debtors determined that certain Administrative Claims filed against the

Reorganized Debtors assert liabilities or dollar amounts for severance benefits that are not owing pursuant to the Reorganized Debtors' books and records because such Administrative Claims were fully satisfied by severance payments. These payments were offered to employees terminated after October 8, 2005 and were either fully paid over time or received a single lump sum payment. Set forth on Exhibit E hereto are Claims that the Reorganized Debtors have identified as Claims for which the Reorganized Debtors are no longer liable (the "Paid Severance Claims").

20. Because the Reorganized Debtors assert that the Paid Severance Claims have already been satisfied, it should now be the claimants' burden to rebut this assertion by a preponderance of the evidence. Cf. WorldCom, 2005 WL 3832065, at *4 (quoting Allegheny, 954 F.2d at 174).

21. The Reorganized Debtors object to the Paid Severance Claims and request that such Administrative Claims be disallowed and expunged in their entirety. If this Court does not disallow and expunge these Administrative Claims in full, the Reorganized Debtors expressly reserve all of their rights to further object to the Paid Severance Claims at a later date on any basis whatsoever.

22. Accordingly, the Reorganized Debtors (a) object to the Paid Severance Claims and (b) seek entry of an order disallowing and expunging the Paid Severance Claims in their entirety.

H. Pension, Benefit, And OPEB Claims

23. During their review of the Proofs of Administrative Expenses, the Reorganized Debtors determined that certain Administrative Claims filed against the Reorganized Debtors assert liabilities or dollar amounts in connection with pension plans,

employee benefit programs, and/or post-retirement benefit programs that are not owing by the Reorganized Debtors.

24. Pension Liabilities. First, certain Proofs of Administrative Expenses assert liabilities or dollar amounts (the "Pension Liabilities") in connection with the following pension plans: the Delphi Hourly-Rate Employees Pension Plan, the Delphi Retirement Program for Salaried Employees, the Delphi Mechatronic Systems Retirement Program, the ASEC Manufacturing Retirement Program, the Packard-Hughes Interconnect Bargaining Retirement Plan, and the Packard-Hughes Interconnect Non-Bargaining Retirement Plan (together, the "Pension Plans"). Each of these Pension Plans is a single employer, defined benefit plan covered by Title IV of Employee Retirement Income Security Act of 1974, as amended ("ERISA"), 29 U.S.C. §§ 1301 et seq. Such Administrative Claims are not owing by the Reorganized Debtors. These Administrative Claims are not enforceable against the Reorganized Debtors because the Pension Plans are separate legal entities distinct from the Reorganized Debtors. See In re Springfield Furniture, Inc., 145 B.R. 520, 528 (Bankr. E.D. Va. 1992) (holding that defined benefit pension plan and trust holding assets of plan are separate and distinct legal entities and thus "the assets of the Trust (and Plan) are not assets of the debtors' bankruptcy estate"). The Pension Plans – not the Reorganized Debtors – are obligated to pay benefits to Pension Plan participants, so any Administrative Claims arising from the Pension Plans are Administrative Claims against the Pension Plans rather than the Reorganized Debtors.

25. In addition, to the extent that any of the Pension Plans is terminated, under ERISA, the Pension Benefit Guaranty Corporation has the sole and total right to recover against employers for pension plan underfunding. The participants have no right to make claims against the Reorganized Debtors for benefits under terminated plans. See 29 U.S.C. § 1362; see also

United Steelworkers of Amer. v. United Eng'g, Inc., 52 F.3d 1386, 1390 (6th Cir. 1995); Int'l Ass'n of Machinists and Aerospace Workers v. Rome Cable Corp., 810 F. Supp. 402 (N.D.N.Y. 1993); In re Lineal Group, Inc., 226 B.R. 608 (Bankr. M.D. Tenn. 1998).

26. Benefit Liabilities. Second, certain Proofs of Administrative Expense assert liabilities or dollar amounts in connection with employee benefits, including but not limited to commissions, vacation, sick leave, and/or employee benefit contributions (collectively, the "Benefit Liabilities"), that are not owing by the Reorganized Debtors because such liabilities have already been satisfied by the Reorganized Debtors.

27. OPEB Liabilities. Third, certain Proofs of Administrative Expense assert liabilities or dollar amounts (a) on account of certain employee benefit plans and programs that provided post-retirement health and life insurance benefits ("Salaried OPEB") to salaried retirees and their surviving spouses that are not owing by the Reorganized Debtors because Salaried OPEB is terminable at will and does not give rise to a right to payment (the "Salaried OPEB Liabilities") or (b) on account of certain employee benefit plans and programs that provided post-retirement health and life insurance benefits ("Hourly OPEB") to hourly retirees and their surviving spouses that are not owing by the Reorganized Debtors because on September 26, 2008, the Debtors received the consent of certain of their labor unions to discontinue Hourly OPEB (the "Hourly OPEB Liabilities" together with Salaried OPEB Liabilities, the "OPEB Liabilities").

28. This Court has previously determined that the Debtors' Salaried OPEB was not vested and was provided on an at will basis. See Final Order Under 11 U.S.C. §§ 105, 363 (b)(1), 1108, And 1114 (d) (I) Confirming Reorganized Debtors' Authority to Terminate Employer-Paid Post-Retirement Health Care Benefits And Employer-Paid Post-Retirement Life

Insurance Benefits For Certain (a) Salaried Employees And (b) Retirees and Their Surviving Spouses And (II) Amending Scope And Establishing Deadline For Completion Of Retirees' Committee's Responsibilities, dated March 11, 2009 (Docket No. 16448) (the "Final OPEB Termination Order").³

29. The cancellation of a benefit provided on an at will basis does not give rise to a "claim" as defined in section 101(5) of the Bankruptcy Code because the retiree has no "right to payment." See, e.g., In re Ionosphere Clubs, Inc., 134 B.R. 515, 519 n. 4 (Bankr. S.D.N.Y. 1991) (noting that terminating plans which are terminable at will gave rise to no claims whatsoever); In re Wellman, Inc., No. 08-10595, slip op. at 6 (Bankr. S.D.N.Y. Jan. 23, 2009) (sustaining debtors' objection to disallow portion of claims for modified severance benefits that exceeded amounts owed under amended severance plan, reasoning that because old severance plan was terminable at will, claims under old severance plan were not enforceable).

30. Set forth on Exhibit B hereto are the Administrative Claims asserting Pension Liabilities, Benefit Liabilities, and/or OPEB Liabilities (the "Pension, Benefit, And OPEB Claims"), which the Reorganized Debtors have identified as Administrative Claims for which the Reorganized Debtors have no administrative liability. If this Court does not disallow and expunge the Pension, Benefit, And OPEB Claims in full, the Reorganized Debtors expressly reserve all of their rights to further object to such Pension, Benefit, And OPEB Claims at a later date on any basis whatsoever.

³ "The Debtors' Salaried OPEB benefits have not vested and the Debtors have reserved the right to modify or terminate Salaried OPEB benefits." Final OPEB Termination Order at ¶ 2.

31. Accordingly, the Reorganized Debtors (a) object to the Pension, Benefit, And OPEB Claims and (b) seek entry of an order disallowing and expunging the Pension, Benefit And OPEB Claims in their entirety.

I. Duplicate Claims

During their review of the Proofs of Administrative Expenses, the Reorganized Debtors determined that certain Administrative Claims filed against the Reorganized Debtors in fact assert duplicative Claims (each, a "Duplicate Claim") for a single liability. In some instances, these Duplicate Claims arose when a Claimant filed Proofs of Administrative Expense against multiple Debtor entities for the same liability. In an effort to eliminate the Duplicate Claims, the Reorganized Debtors reviewed the Proofs of Administrative Expense and the supporting documentation provided in those Proofs of Administrative Expense to determine which duplicate claim should be the surviving claim. It is axiomatic that creditors are not entitled to multiple recoveries for a single liability against a debtor. Accordingly, the Reorganized Debtors wish to eliminate the Duplicate Claims.

32. Set forth on Exhibit G hereto is a list of Administrative Claims that the Reorganized Debtors have identified as Duplicate Claims. For each Duplicate Claim, Exhibit G classifies a Proof of Administrative Expenses either a "Claim To Be Expunged" or as a "Surviving Claim." The Surviving Claims reflect the classifications of the liabilities as reflected on the Reorganized Debtors' books and records. The Reorganized Debtors request that the Administrative Claims marked as "Claims To Be Expunged" on Exhibit G be disallowed and expunged. With respect to the Administrative Claims on Exhibit G marked as Surviving Claims, the Reorganized Debtors do not seek any relief at this time. The inclusion of the Surviving Claims on Exhibit G, however, does not reflect any view by the Reorganized Debtors as to the ultimate validity of any such Administrative Claims. The Reorganized Debtors therefore

expressly reserve all of their rights to further object to any or all of the Surviving Claims at a later date on any basis whatsoever.

33. Accordingly, the Reorganized Debtors (a) object to the Duplicate Claims and (b) seek entry of an order disallowing and expunging the Duplicate Claims in their entirety.

Separate Contested Matters

34. To the extent that a response is filed with respect to any Administrative Claim listed in this Thirty-Seventh Omnibus Claims Objection and the Reorganized Debtors are unable to resolve the response prior to the hearing on this Objection, the Reorganized Debtors request that each such Administrative Claim and the objection to such Administrative Claim asserted in this Objection be deemed to constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. The Reorganized Debtors further request that any order entered by the Court with respect to an objection asserted in this Objection will be deemed a separate order with respect to each Claim.

Reservation Of Rights

35. The Reorganized Debtors expressly reserve the right to amend, modify, or supplement this Thirty-Seventh Omnibus Claims Objection and to file additional objections to any other Claims (filed or not) which may be asserted against the Reorganized Debtors, including without limitation the right to object to any Claim not objected to in this Objection on the basis that it has been asserted against the wrong Debtor entity. Should one or more of the grounds for objection stated in this Objection be dismissed, the Reorganized Debtors reserve their rights to object on other stated grounds or on any other grounds that the Reorganized Debtors discover. In addition, the Reorganized Debtors reserve the right to seek further reduction of any Administrative Claim to the extent that such Administrative Claim has already been paid.

Responses To Objections

J. Filing And Service Of Responses

36. The Reorganized Debtors propose that to contest an objection, responses (each, a "Response"), if any, to the Thirty-Seventh Omnibus Claims Objection should (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883) (the "Supplemental Case Management Order"), and the Fifteenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered August 26, 2009 (Docket No. 18839) (together with the Supplemental Case Management Order, the "Case Management Orders"), (c) be filed with this Court in accordance with General Order M-242 (as amended) – registered users of the this Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 632, New York, New York 10004, and (e) be served upon (i) DPH Holdings Corp., 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: President) and (ii) counsel to the Reorganized Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Joseph N. Wharton), in each case so as to be **received no later than 4:00 p.m. (prevailing Eastern time) on November 11, 2009.**

K. Contents Of Responses

37. The Debtors further propose that every Response to this Thirty-Seventh Omnibus Claims Objection should contain at a minimum the following:

- (a) the title of the claims objection to which the Response is directed;
- (b) the name of the claimant and a brief description of the basis for the amount of the Administrative Claim;
- (c) a concise statement setting forth the reasons why the Administrative Claim should not be disallowed and expunged, including, but not limited to, the specific factual and legal bases upon which the claimant will rely in opposing the claims objection;
- (d) unless already set forth in the Proof of Administrative Expense previously filed with this Court, documentation sufficient to establish a prima facie right to payment; provided, however, that the claimant need not disclose confidential, proprietary, or otherwise protected information in the Response; provided further, however, that the claimant must disclose to the Reorganized Debtors all information and provide copies of all documents that the claimant believes to be confidential, proprietary, or otherwise protected and upon which the claimant intends to rely in support of its Administrative Claim, subject to appropriate confidentiality constraints;
- (e) to the extent that the Administrative Claim is contingent or fully or partially unliquidated, the amount that the claimant believes would be the allowable amount of such Administrative Claim upon liquidation of the Administrative Claim or occurrence of the contingency, as appropriate; and
- (f) the address(es) to which the Reorganized Debtors must return any reply to the Response, if different from the address(es) presented in the Administrative Claim.

L. Timely Response Required

38. If a Response is properly and timely filed and served in accordance with the foregoing procedures and the Reorganized Debtors are unable to reach a consensual resolution with the claimant, the Reorganized Debtors request that this Court conduct a status hearing on November 18, 2009 at 10:00 a.m. (prevailing Eastern time) regarding this Thirty-

Seventh Omnibus Claims Objection and any Response hereto and set further hearings pursuant to the Motion for Order Pursuant to 11 U.S.C. §§ 105(a) and 503(b) for Order Authorizing Debtors to Apply Claims Objection Procedures to Administrative Expense Claims (Docket No. 18715) (the "Claims Procedures Motion") currently pending before this Court. With respect to all uncontested objections, the Reorganized Debtors request that this Court conduct a final hearing on November 18, 2009 at 10:00 a.m. (prevailing Eastern time).

39. The Debtors request that only those Responses made in writing and timely filed and received be considered by the Court. If a claimant whose Proof of Administrative Expense is subject to the Thirty-Seventh Omnibus Claims Objection and who is served with the Thirty-Seventh Omnibus Claims Objection fails to file and serve a timely Response in compliance with the foregoing procedures, the Reorganized Debtors may present to this Court an appropriate order seeking relief with respect to such Administrative Claim consistent with the relief sought in the Thirty-Seventh Omnibus Claims Objection without further notice to the claimant, other than notice of the entry of such order; provided further, however, that if the claimant files a timely Response which does not include the required minimum information required by the foregoing procedures, the Reorganized Debtors may seek disallowance and expungement of the relevant Administrative Claim or Claims.

Further Information

40. Questions about this Thirty-Seventh Omnibus Claims Objection or requests for additional information about the proposed disposition of Administrative Claims hereunder should be directed to the Reorganized Debtors' counsel by e-mail to dphholdings@skadden.com, by telephone at 1-800-718-5305, or in writing to Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm.

Butler, Jr., John K. Lyons, and Joseph N. Wharton). Questions regarding the amount of a Claim or the filing of a Administrative Claim should be directed to the Claims Agent at 1-888-249-2691 or www.dphholdingsdocket.com. Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Administrative Claims.

Notice

41. Notice of this Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Fifteenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered August 26, 2009 (Docket No. 18839). In light of the nature of the relief requested, the Reorganized Debtors submit that no other or further notice is necessary.

42. The Reorganized Debtors will provide each claimant whose Proof of Administrative Expense is subject to an objection pursuant to this Thirty-Seventh Omnibus Claims Objection with a personalized Notice Of Objection To Claim which specifically identifies the claimant's Proof of Administrative Expense that is subject to an objection and the basis for such objection as well as a copy of the Claims Objection Procedures Order. A form of the Notice Of Objection To Claim to be sent to the Claimants listed on Exhibits A, B, C, D, E, F, and G is attached hereto as Exhibit J. Claimants will receive a copy of this Thirty-Seventh Omnibus Claims Objection without Exhibits A through J hereto. Claimants will nonetheless be able to review Exhibits A through J hereto free of charge by accessing the Reorganized Debtors'

Legal Information Website (www.dphholdingsdocket.com). In light of the nature of the relief requested, the Reorganized Debtors submit that no other or further notice is necessary.

WHEREFORE the Reorganized Debtors respectfully request that the Court enter an order (a) granting the relief requested herein and (b) granting the Reorganized Debtors such other and further relief as is just.

Dated: New York, New York
October 15, 2009

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
155 North Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti

Kayalyn A. Marafioti

Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

Exhibit H - Claimants And Related Administrative Claims Subject To Thirty-Seventh Omnibus Claims Objection

Claim Holder	Claim	Exhibit
IRENE M COLLINS	17021	Exhibit F - Pension, Benefit, And OPEB Claims
IULIAN NEDELESCU	18019	Exhibit E - Paid Severance Claims
J BRENT LOGAN	17665	Exhibit E - Paid Severance Claims
JACELYN R SOBEK	17132	Exhibit F - Pension, Benefit, And OPEB Claims
JACK GASTON	18365	Exhibit F - Pension, Benefit, And OPEB Claims
JACQUELINE STURDIVANT DONALD	16998	Exhibit E - Paid Severance Claims
JAMES A BRUNER	18235	Exhibit G - Duplicate Claims
JAMES A JESSUP	18420	Exhibit E - Paid Severance Claims
JAMES A KANE	17551	Exhibit E - Paid Severance Claims
JAMES A LUECKE	17081	Exhibit F - Pension, Benefit, And OPEB Claims
JAMES A OCONNOR	19383	Exhibit D - Untimely Claims
JAMES A SPENCER	19014	Exhibit F - Pension, Benefit, And OPEB Claims
JAMES B SUMPTER	18620	Exhibit F - Pension, Benefit, And OPEB Claims
JAMES B SUMPTER	18621	Exhibit F - Pension, Benefit, And OPEB Claims
JAMES C GRIFFIN	17855	Exhibit E - Paid Severance Claims
JAMES C VENABLE	19306	Exhibit D - Untimely Claims
JAMES D NEWTON JR	16888	Exhibit F - Pension, Benefit, And OPEB Claims
JAMES E FORBES	17488	Exhibit E - Paid Severance Claims
JAMES E STEFFAN	18529	Exhibit F - Pension, Benefit, And OPEB Claims
JAMES EDLINGER	18343	Exhibit C - Books And Records Claims
JAMES H BOARDMAN	16873	Exhibit F - Pension, Benefit, And OPEB Claims
JAMES L NIEMAN	19468	Exhibit D - Untimely Claims
JAMES L ODOM	17559	Exhibit E - Paid Severance Claims
JAMES M BURKE	17207	Exhibit E - Paid Severance Claims
JAMES M TRACY	17214	Exhibit E - Paid Severance Claims
JAMES R BUCZKOWSKI	18128	Exhibit E - Paid Severance Claims
JAMES R DAVIS	17219	Exhibit E - Paid Severance Claims
JAMES R HUBENTHAL	17804	Exhibit E - Paid Severance Claims
JAMES ROBERT IMOEHL	17117	Exhibit F - Pension, Benefit, And OPEB Claims
JAMES ROBERT IMOEHL	17118	Exhibit F - Pension, Benefit, And OPEB Claims
JAMES T CARNEY	17203	Exhibit F - Pension, Benefit, And OPEB Claims
JAMES W DICIICIO	17842	Exhibit E - Paid Severance Claims
JAMES WEBB JR	19375	Exhibit D - Untimely Claims
JAMIE L FERGUSON	18034	Exhibit E - Paid Severance Claims
JAN A SULLIVAN	17185	Exhibit F - Pension, Benefit, And OPEB Claims
JANE E HAGBERG	18476	Exhibit F - Pension, Benefit, And OPEB Claims
JANE HAGBERG	18889	Exhibit F - Pension, Benefit, And OPEB Claims
JANET GILL	17538	Exhibit C - Books And Records Claims
JANET S MCCORMICK	19411	Exhibit D - Untimely Claims

EXHIBIT 14

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: Debtors. : (Jointly Administered)
----- x

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On or before October 16, 2009, I caused to be served the document listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery; (ii) upon the parties listed on Exhibit B via email notification and (ii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Reorganized Debtors' Thirty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit And OPEB Claims, And (VII) Duplicate Claims ("Thirty-Seventh Omnibus Claims Objection") (Docket No. 18984) [a copy of which is attached hereto as Exhibit D]

On October 16, 2009, I caused to be served the documents listed below upon the parties listed on Exhibit E hereto via postage pre-paid U.S. mail:

- 2) Reorganized Debtors' Thirty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit And OPEB Claims, And (VII) Duplicate Claims ("Thirty-Seventh Omnibus Claims Objection") (without exhibits) (Docket No. 18984) [a copy of which is attached hereto as Exhibit D]
- 3) Personalized Notice of Objection to Claim (the "Personalized Notice") [a copy of the form of which is attached hereto as Exhibit F]. Each party's Personalized Notice was sent to the name and address listed in columns 1 and 2 of Exhibit E attached hereto. In addition, the chart provided on each



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party's Personalized Notice contained the information listed in columns 3 through 8 of Exhibit E attached hereto. The chart contained in the form of the Personalized Notice which is attached hereto as Exhibit F has been marked so as to demonstrate the manner in which the information listed in columns 3 through 8 of Exhibit E attached hereto was incorporated into each Personalized Notice.

- 4) Order Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, and 9014 Establishing (I) Dates for Hearings Regarding Objections to Claims and (II) Certain Notices and Procedures Governing Objections to Claims ("Claim Objection Procedures Order") (Docket No. 6089) [a copy of which is attached hereto as Exhibit G]

Dated: October 21, 2009

/s/ Evan Gershbein

Evan Gershbein

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 21st day of October, 2009, by Evan Gershbein, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Shannon J. Spencer

Commission Expires: 6/20/10

Exhibit H - Claimants And Related Administrative Claims Subject To Thirty-Seventh Omnibus Claims Objection

Claim Holder	Claim	Exhibit
IRENE M COLLINS	17021	Exhibit F - Pension, Benefit, And OPEB Claims
IULIAN NEDELESCU	18019	Exhibit E - Paid Severance Claims
J BRENT LOGAN	17665	Exhibit E - Paid Severance Claims
JACELYN R SOBEK	17132	Exhibit F - Pension, Benefit, And OPEB Claims
JACK GASTON	18365	Exhibit F - Pension, Benefit, And OPEB Claims
JACQUELINE STURDIVANT DONALD	16998	Exhibit E - Paid Severance Claims
JAMES A BRUNER	18235	Exhibit G - Duplicate Claims
JAMES A JESSUP	18420	Exhibit E - Paid Severance Claims
JAMES A KANE	17551	Exhibit E - Paid Severance Claims
JAMES A LUECKE	17081	Exhibit F - Pension, Benefit, And OPEB Claims
JAMES A OCONNOR	19383	Exhibit D - Untimely Claims
JAMES A SPENCER	19014	Exhibit F - Pension, Benefit, And OPEB Claims
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JAMES R DAVIS	17219	Exhibit E - Paid Severance Claims
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JANE HAGBERG	18889	Exhibit F - Pension, Benefit, And OPEB Claims
JANET GILL	17538	Exhibit C - Books And Records Claims
JANET S MCCORMICK	19411	Exhibit D - Untimely Claims

Delphi Corporation
Thirty-Seventh Omnibus Claims Objection
Exhibit F Service List

1	2	3	4	5	6	7	8
Name	Address	Date Filed	Claim Number	Asserted Claim Amount	Basis For Objection	Treatment of Claim	Surviving Claim Number
James A Luecke	3845 W College Ave Milwaukee, WI 53221	6/30/09	17081	\$159,000.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James A Spencer	705 Hardwick Aurora, OH 44202	7/15/09	19014	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James B Sumpter	21169 Westbay Cir Noblesville, IN 46062	7/14/09	18620	\$97,788.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James B Sumpter	21169 Westbay Cir Noblesville, IN 46062	7/14/09	18621	\$62,524.08	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James D Newton Jr	5555 Widgeon Ct Dayton, OH 45424	6/26/09	16888	\$487,200.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James E Steffan	4902 Eastbrooke Pl Williamsville, NY 14221	7/13/09	18529	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James H Boardman	2714 Whitehouse Dr Kokomo, ID 46902	6/26/09	16873	\$33,320.52	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James Robert Imoehl	W363S10902 Burr Oak Trl Eagle, WI 53119	6/29/09	17117	\$2,274.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James Robert Imoehl	W363S10902 Burr Oak Trl Eagle, WI 53119	6/29/09	17118	\$2,274.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James T Carney	8004 Anderson Warren, OH 44484	7/2/09	17203	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	

EXHIBIT 15

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
Reorganized Debtors. : (Jointly Administered)
----- x

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On December 4, 2009, I caused to be served the document listed below (i) upon the parties listed on Exhibit A hereto via electronic notification and (ii) upon the parties listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Order Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit, And OPEB Claims, And (VII) Duplicative Claims ("Thirty-Seventh Omnibus Claims Objection Order") (Docket No. 19135) [a copy of which is attached hereto as Exhibit C]

On December 4, 2009, I caused to be served the documents listed below upon the parties listed on Exhibit D hereto via postage pre-paid U.S. mail:

- 2) Order Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit, And OPEB Claims, And (VII) Duplicative Claims ("Thirty-Seventh Omnibus Claims Objection Order") [without exhibits] (Docket No. 19135) [a copy of which is attached hereto as Exhibit C]
- 3) Personalized Notice Of Entry Of Order Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit, And OPEB Claims, And (VII) Duplicative Claims Identified In The Thirty-Seventh Omnibus Claims Objection (the "Personalized Notice") [a copy of the form of which is attached hereto as Exhibit E]. Each party's Personalized Notice was sent to



the name and address listed in columns 1 and 2 of Exhibit D attached hereto. In addition, the chart provided on each party's Personalized Notice contained the information listed in columns 3 through 8 of Exhibit D attached hereto. The chart contained in the form of the Personalized Notice which is attached hereto as Exhibit E has been marked so as to demonstrate the manner in which the information listed in columns 3 through 8 of Exhibit D attached hereto was incorporated into each Personalized Notice.

Dated: December 8, 2009

/s/ Evan Gershbein

Evan Gershbein

State of California

County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 8th day of December, 2009, by Evan Gershbein, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Aimee M. Parel

Commission Expires: 9/27/13

In re Delphi Corporation, et al.
Case No. 05-44481 (RDD)

Thirty-Seventh Omnibus Claims Objection

EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS

CREDITOR'S NAME AND ADDRESS *	CLAIM NUMBER	ASSERTED CLAIM AMOUNT **	DATE FILED	DOCKETED DEBTOR
HILLERT PAUL G	18697	Secured: Priority: Administrative: UNL Unsecured: _____ Total: UNL	07/14/2009	DELPHI CORPORATION (05-44481)
IRENE M COLLINS	17021	Secured: Priority: Administrative: UNL Unsecured: _____ Total: UNL	06/29/2009	DELPHI CORPORATION (05-44481)
JACELYN R SOBEK	17132	Secured: Priority: Administrative: \$644.00 Unsecured: _____ Total: \$644.00	07/01/2009	DELPHI CORPORATION (05-44481)
JACK GASTON	18365	Secured: Priority: Administrative: UNL Unsecured: _____ Total: UNL	07/13/2009	DELPHI CORPORATION (05-44481)
JAMES A SPENCER	19014	Secured: Priority: Administrative: UNL Unsecured: _____ Total: UNL	07/15/2009	DELPHI CORPORATION (05-44481)
JAMES B SUMPTER	18621	Secured: Priority: Administrative: \$62,524.08 Unsecured: _____ Total: \$62,524.08	07/14/2009	DELPHI CORPORATION (05-44481)
JAMES B SUMPTER	18620	Secured: Priority: Administrative: \$97,788.00 Unsecured: _____ Total: \$97,788.00	07/14/2009	DELPHI CORPORATION (05-44481)
JAMES D NEWTON JR	16888	Secured: Priority: Administrative: \$487,200.00 Unsecured: _____ Total: \$487,200.00	06/26/2009	DELPHI CORPORATION (05-44481)

* The addresses of the creditors on this exhibit have been intentionally omitted for privacy reasons.

** "UNL" denotes an unliquidated claim.

Exhibit I - Claimants And Related Administrative Claims Subject To Thirty-Seventh Omnibus Claims Objection

Claim Holder	Claim	Exhibit
JACK GASTON	18365	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JACQUELINE STURDIVANT DONALD	16998	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES A BRUNER	18235	EXHIBIT G - DUPLICATE CLAIMS
JAMES A JESSUP	18420	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES A KANE	17551	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES A LUECKE	17081	EXHIBIT H-4 - ADJOURNED PENSION, BENEFIT, AND OPEB CLAIMS
JAMES A OCONNOR	19383	EXHIBIT D - UNTIMELY CLAIMS
JAMES A SPENCER	19014	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES B SUMPTER	18620	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES B SUMPTER	18621	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES C GRIFFIN	17855	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES C VENABLE	19306	EXHIBIT D - UNTIMELY CLAIMS
JAMES D NEWTON JR	16888	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES E FORBES	17488	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES E STEFFAN	18529	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES EDLINGER	18343	EXHIBIT C - BOOKS AND RECORDS CLAIMS
JAMES H BOARDMAN	16873	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES L NIEMAN	19468	EXHIBIT D - UNTIMELY CLAIMS
JAMES L ODOM	17559	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES M BURKE	17207	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES M TRACY	17214	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES R BUCZKOWSKI	18128	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES R DAVIS	17219	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES R HUBENTHAL	17804	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES ROBERT IMOHL	17117	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES ROBERT IMOHL	17118	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES T CARNEY	17203	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES W DICICCIO	17842	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES WEBB JR	19375	EXHIBIT D - UNTIMELY CLAIMS
JAMIE L FERGUSON	18034	EXHIBIT E - PAID SEVERANCE CLAIMS
JAN A SULLIVAN	17185	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JANE E HAGBERG	18476	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JANE HAGBERG	18889	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JANET GILL	17538	EXHIBIT C - BOOKS AND RECORDS CLAIMS
JANET S MCCORMICK	19411	EXHIBIT D - UNTIMELY CLAIMS
JANICE ANN FORKNER	18190	EXHIBIT B - EQUITY INTERESTS
JAY ADAMS	17497	EXHIBIT E - PAID SEVERANCE CLAIMS
JEANIE RUNNING	19400	EXHIBIT D - UNTIMELY CLAIMS
JEFFREY A GARDINER	17826	EXHIBIT E - PAID SEVERANCE CLAIMS

Thirty-Seventh Omnibus Objection Order
Exhibit F Service List

1	2	3	4	5	6	7	8
Name	Address	Date Filed	Claim Number	Asserted Claim Amount	Basis For Objection	Treatment of Claim	Surviving Claim Number
Jack Gaston	5340 Pierce Rd Warren, OH 44481	7/13/09	18365	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James A Spencer	705 Hardwick Aurora, OH 44202	7/15/09	19014	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James B Sumpter	21169 Westbay Cir Noblesville, IN 46062	7/14/09	18620	\$97,788.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James B Sumpter	21169 Westbay Cir Noblesville, IN 46062	7/14/09	18621	\$62,524.08	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James D Newton Jr	5555 Widgeon Ct Dayton, OH 45424	6/26/09	16888	\$487,200.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James E Steffan	4902 Eastbrooke Pl Williamsville, NY 14221	7/13/09	18529	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James H Boardman	2714 Whitehouse Dr Kokomo, ID 46902	6/26/09	16873	\$33,320.52	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James Robert Imoehl	W363S10902 Burr Oak Trl Eagle, WI 53119	6/29/09	17117	\$2,274.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James Robert Imoehl	W363S10902 Burr Oak Trl Eagle, WI 53119	6/29/09	17118	\$2,274.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
James T Carney	8004 Anderson Warren, OH 44484	7/2/09	17203	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	
Jan A Sullivan	14152 Arcadian Cir Carmel, IN 46033	7/1/09	17185	\$0.00	Pension, Benefit, And OPEB Claims	Disallow And Expunge	

EXHIBIT 16

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Cynthia J. Haffey
313 983 7434
haffey@butzel.com

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
butzel.com

April 5, 2013

Mr. James B. Sumpter
21169 Westbay Circle
Noblesville, Indiana 46062
jsump@ieee.org

***Re: DPH Holdings Corp., et al., Case No. 05-44481 in the U.S. Bankruptcy Court
for the Southern District of New York (the "Bankruptcy Court")/Reorganized
Debtors' Notice of Intent to Seek Sanctions***

Dear Mr. Sumpter:

I am writing in connection with the Complaint which you filed on March 4, 2013 against DPH Holdings Corporation and the (now terminated) DPH Life & Disability Benefits Program (hereinafter together "DPH"), in the United States District Court of Indiana, Southern Division, Case No. 1:13-cv-00347 (the "Litigation"). DPH has reviewed the Complaint and it is meritless. As you know, the Complaint presents the same issues and seeks monetary relief for claims that the Bankruptcy Court disallowed and expunged in their entirety. Accordingly, before DPH incurs the expense of litigation, I am writing to request that you (i) immediately dismiss the Complaint against DPH, with prejudice, within three (3) business days after the date of this letter and (ii) refrain from filing any subsequent claims or complaints seeking to re-litigate these issues.

Should you fail to comply with either part of this request, this letter constitutes notice that DPH will seek sanctions against you pursuant to Fed. R. Bankr. P. 9011(c) and/or Fed. R. Civ. P. 11(c). Without limitation, DPH will request reimbursement of their attorney fees and costs incurred in connection with (a) this letter, (b) the Litigation, (c) their filing a motion in the bankruptcy court to enjoin the Litigation, and (d) their filing a motion for sanctions.

Should you have any questions, please feel free to contact me.

Very truly yours,

Cynthia J. Haffey

From: james Sumpter [<mailto:jsump@ieee.org>]

Sent: Wednesday, April 03, 2013 9:23 PM

To: Haffey, Cynthia J.

Subject: Re: Notice Pursuant to Fed. R. Civ. P. 11(c) and Bankruptcy Rule 9011(c)

As I stated in my prior E-mail, my claim was provisional as was indicated in the letter which was attached to the claim. (See the attached document) Also as I noted before, it was an error by DPHH to expunge this claim for any reason other than it was redundant.

In addition you should note the following taken from Judge Drain's final order regarding termination of OPEB benefits - docket # 16448:

4. The Debtors shall continue to provide benefits for claims incurred by each Eligible Salaried Employee through the cessation date of such retiree's participation in the applicable welfare plan, provided that such retiree has timely paid all requisite contributions for the applicable plan, and provided further that such retirees shall not be required to file proofs of claim in this Court to implement the terms of this decretal paragraph.

Also see docket # 16451 (OPEB hearing) in which there is reference made to continuing payments (page 68 - lines 5 thru 9, which reference 11 USC 1129 (a) (13)

(13) The plan provides for the continuation after its effective date of payment of all retiree benefits, as that term is defined in section 1114 of this title, at the level established pursuant to subsection (e)(1)(B) or (g) of section 1114 of this title, at any time prior to confirmation of the plan, for the duration of the period the debtor has obligated itself to provide such benefits.

Thus my claim was already protected and it was therefore in direct conflict with judge Drain's order and illegal pursuant to 11 USC 1129 (a) (13) to disallow it or expunge it for any reason other than it was a duplicate.

I hope this information clarifies the issue for you.

James B. Sumpter

On 4/3/2013 12:19 PM, Haffey, Cynthia J. wrote:
Mr. Sumpter,

Please see your Administrative Expense Claim, docket # 18620, as well as the Court's Order disallowing and expunging your claim (Docket #19135). In addition, please see the October 15, 2009 Thirty-Seventh Omnibus Objection, the July 15, 2009 Modification Procedures Order and the July 30, 2009 Order Approving Modification Under 11 USC Section 1127(b), paragraphs 22 and 47.

Regards,

Cynthia Haffey

From: james Sumpter [<mailto:jsump@ieee.org>]
Sent: Thursday, March 21, 2013 7:00 PM
To: Haffey, Cynthia J.
Subject: Re: Notice Pursuant to Fed. R. Civ. P. 11(c) and Bankruptcy Rule 9011(c)

Ms Haffey:

This issue has not been litigated. If you believe that it has, provide me the docket number associated with the litigation.

James Sumpter

On 3/21/2013 4:12 PM, Haffey, Cynthia J. wrote:
Dear Mr. Sumpter,

Please see the attached letter providing you with notice pursuant to Fed. R. Civ. P. 11(c) and Bankruptcy Rule 9011(c).

Regards,

Cynthia Haffey

To comply with U.S. Treasury Regulations: This communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the tax laws of the United States, or promoting, marketing or recommending to another party any transaction or matter addressed in this communication (and any attachment).

Confidentiality Statement:

This message (including any attachments) is intended only for the individual or entity to which it is addressed. It may contain privileged, confidential information that is exempt from disclosure under applicable laws. If you are not the intended recipient, please note that you are strictly prohibited from disseminating or distributing this information (other than to the intended recipient) or copying this information. If you have received this communication in error, please notify us immediately by e-mail or by telephone at (313) 225-7000. To learn more about Butzel Long, please visit our website at <http://www.butzel.com>

To comply with U.S. Treasury Regulations: This communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the tax laws of the United States, or promoting, marketing or recommending to another

party any transaction or matter addressed in this communication (and any attachment).

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EXHIBIT F

Hearing Date: April 25, 2013 at 10 a.m. (EDT)
Response Date: April 18, 2013

BUTZEL LONG, a professional corporation
150 West Jefferson, Suite 100
Detroit, Michigan 48226
(313) 225-7000
Cynthia J. Haffey
Thomas B. Radom
David J. DeVine

Attorneys for Reorganized Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re)	Chapter 11
)	
DPH HOLDINGS CORP., <i>et al.</i> ,)	Case No. 05-44481 (RDD)
)	Jointly Administered
)	
Reorganized Debtors.)	

**NOTICE OF REORGANIZED DEBTORS' MOTION FOR ORDER
(I) ENFORCING MODIFICATION PROCEDURES ORDER,
MODIFIED PLAN AND PLAN MODIFICATION ORDER INJUNCTION
AND THIRTY-SEVENTH OMNIBUS CLAIMS OBJECTION ORDER
AGAINST JAMES SUMPTER, AS PLAINTIFF, IN FEDERAL COURT ERISA
ACTION; AND (II) DIRECTING JAMES SUMPTER TO DISMISS FEDERAL COURT
ERISA ACTION AGAINST THE REORGANIZED DEBTORS AND
THE REORGANIZED DEBTORS' LIFE & DISABILITY BENEFITS PROGRAM**

PLEASE TAKE NOTICE that on April 5, 2013, DPH Holdings Corp. ("DPH Holdings") and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), successors to Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed a *Motion For Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunction and Thirty-Seventh Omnibus Claims Objection Order Against James Sumpter, as Plaintiff, in Federal Court ERISA Action;*

and (II) Directing James Sumpter to Dismiss Federal Court ERISA Action Against the Reorganized Debtors and the Reorganized Debtors' Life & Disability Benefits Program ("Sumpter ERISA Injunction Motion") (Docket No. 22040) (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Motion will be held on April 25, 2013 at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, Courtroom 118, White Plains, New York 10601-4140.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883) ("Supplemental Case Management Order"), and the Twenty-Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered April 20, 2012 (Docket No. 21865) (together with the Supplemental Case Management Order, the "Case Management Orders"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based work processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) DPH Holdings Corp., 5725 Delphi Drive, Troy, Michigan

48098 (Att'n: President), (ii) counsel to the Reorganized Debtors, Butzel Long, 150 West Jefferson, Suite 100, Detroit, Michigan 48226 (Att'n: Cynthia J. Haffey, Thomas B. Radom, and David J. DeVine), (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Brian Masumoto), and (iv) counsel for the agent under the Debtors' former postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald S. Bernstein and Brian M. Resnick) in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on April 18, 2013.

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Orders will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Case Management Orders, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: Detroit, Michigan
April 5, 2013

BUTZEL LONG, a professional corporation

By: /s/ Cynthia J. Haffey
Cynthia J. Haffey
Thomas B. Radom
David J. DeVine
150 West Jefferson, Suite 100
Detroit, Michigan 48226
(313) 225-7000

Attorneys for Reorganized Debtors